

Kenneth L. Cannon II (kcannon@djplaw.com) (3705)  
Steven J. McCardell (smccardell@djplaw.com) (2144)  
DURHAM JONES & PINEGAR, P.C.  
111 East Broadway, Suite 900  
P.O. Box 4050  
Salt Lake City, UT 84110-4050  
Telephone: (801) 415-3000/Fax: (801) 415-3500

Michael V. Blumenthal (mblumenthal@crowell.com) (admitted *pro hac vice*)  
Steven B. Eichel (seichel@crowell.com) (admitted *pro hac vice*)  
CROWELL & MORING LLP  
590 Madison Avenue, 20th Floor  
New York, NY 10022  
Telephone: (212) 223-4000/Fax: (212) 223-4134

Counsel for Debtors and Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

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In re:	)	
	)	
EASY STREET HOLDING, LLC, <i>et. al.</i>	)	Bankruptcy Case No. 09-29905
	)	Jointly Administered with Cases
Debtors	)	09-29907 and 09-29908
	)	
Address: 201 Heber Avenue	)	Chapter 11
Park City, UT 84060	)	
	)	Honorable R. Kimball Mosier
Tax ID Numbers:	)	
35-2183713 (Easy Street Holding, LLC),	)	
20-4502979 (Easy Street Partners, LLC), and	)	
84-1685764 (Easy Street Mezzanine, LLC)	)	
	)	

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**THIRD INTERIM AND FINAL APPLICATION OF CROWELL & MORING LLP  
FOR COMPENSATION AND REIMBURSEMENT PURSUANT TO  
11 U.S.C. §§ 330 AND 331 AS ATTORNEYS FOR DEBTORS IN POSSESSION  
FOR THE PERIOD SEPTEMBER 14, 2009 THROUGH JULY 29, 2010**

Crowell & Moring LLP (“C&M”), attorneys for Easy Street Partners, LLC (“Partners”), Easy Street Mezzanine, LLC (“Mezzanine”), and Easy Street Holding, LLC (“Holding,” together with Mezzanine and Partners, the “Debtors”) pursuant to 11 U.S.C. §§ 330 and 331, Federal Rule

of Bankruptcy Procedure 2016, and the Fee Guidelines of the United States Trustee, hereby submits its third interim and final fee application (the “Application”).

I. INTRODUCTION

1. By this Application, C&M applies to this Court for:
  - a. Approval of an interim award in the amount of \$339,660.00 for services rendered and \$15,719.22 for reimbursement of expenses incurred during the period May 1, 2010 through July 9, 2010 (the “Third Application Period”).
  - b. Final allowance of all fees for services rendered in the amount of \$1,473,562.50 and reimbursement of expenses in the amount of \$64,076.11 for the period September 14, 2009 through July 29, 2010 (the “Entire Case Period”). The requested fees and expenses include the amounts estimated in paragraph 2 below.
2. As part of its request for final allowance of fees and expenses, C&M estimates fees for services rendered and reimbursement of expenses incurred during the period July 10, 2010 through July 29, 2010 (the “Post Application Period”) in the approximate amount of \$10,000 and \$100, respectively. This does not include any fees and expenses related to traveling to Utah for the hearing on the Application, if required. On or before the hearing on this Application, C&M will file a supplement to this Application setting forth additional detail regarding fees and expenses during this Post Application Period.

A. Case Background

3. The Debtors commenced these cases under chapter 11 of the United States Bankruptcy Code by filing voluntary petitions on September 14, 2009 (the “Petition Date”). The

Debtors are operating the business as debtors in possession pursuant to 11 U.S.C. §§ 1107 and 1108.

4. The Debtors are limited liability companies and affiliates of one another. Partners, which own the real estate and improvements constituting the Sky Lodge in Park City, Utah, is 100% owned by Mezzanine. Holding is the 100% owner and managing member of Mezzanine.

5. The Sky Lodge is a luxury boutique hotel located in the middle of historic Main Street in Old Town Park City. It is an ultra stylish resort hotel offering all of Park City's amenities plus a restaurant offering both casual and fine dining, a bar and lounge, the spa Amatsu, and meeting and event venues and more.

6. On June 16, 2010, the Amended Plan of Reorganization of Easy Street Partners, LLC and WestLB, AG ("WestLB") dated June 16, 2010 (the "Plan") was filed. A confirmation hearing with respect to the Plan was held on June 25, 2010 and June 28, 2010.

7. On June 28, 2010, the Court confirmed the Plan. On July 2, 2010, the Bankruptcy Court entered an order approving confirmation of the Plan (the "Confirmation Order").

8. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

B. Employment of C&M

9. By order dated October 22, 2009, the Court granted the Debtors' application authorizing the retention and employment of C&M as counsel to Debtors, effective as of September 14, 2009.

10. As C&M disclosed in the Declaration of Michael V. Blumenthal in support of Debtors' application to employ C&M as its counsel dated September 23, 2009 [Docket No. 61], C&M was initially retained pursuant to a retainer agreement dated August 26, 2009, (the "Retention Agreement") by the Debtors to evaluate the restructuring alternatives available to the Debtors' debts and a potential chapter 11 filing. On August 24, 2009, C&M received \$50,000 from Philo Smith, one of the managers of Holding. Subsequently, C&M entered into an amended retention agreement (the "Amended Retention Agreement"), pursuant to which Philo Smith wired \$25,000 to C&M on September 10, 2009, and \$50,000 to C&M on September 11, 2009. As of the Petition Date, C&M utilized \$117,834.16 in connection with counseling and the preparation of the Debtors' bankruptcy filing. The remaining \$7,165.84 was held as a retainer (the "Retainer") for C&M's representation of the Debtors in their reorganization cases, and subsequently applied as permitted pursuant to this Court's order dated October 22, 2009 approving the retention of C&M.

11. As C&M disclosed in the Supplemental Statement and Disclosure of Compensation of Crowell & Moring LLP, counsel for the Debtors, on October 23, 2009, C&M received an additional \$75,000 from Philo Smith, Jr., a co-manager of the Debtors and the representative of the Philo Smith, Jr. Trust, a 10% member of Holding.

12. The \$7,165.84 Retainer and the \$75,000 postpetition payment totaling \$82,165.84 has been applied to C&M's fees in the amount of \$76,068.00 and to C&M's expenses in the amount of \$6,097.84, for the period from September 14, 2009 through November 30, 2009.

13. In addition to the above non-Debtor payments, the Debtors paid C&M \$210,176.00 in fees and \$10,188.27 in expenses (totaling \$220,364.27) for the period September 14, 2009 through November 30, 2009, pursuant to order dated December 14, 2009 allowing monthly payment of fees and expenses.

C. Interim Fee Applications

14. On January 29, 2010, C&M filed its first interim fee application (the “First Interim Fee Application”) for the period September 14, 2009 through December 31, 2009 (the “First Application Period”) seeking \$477,377.00 for professional services rendered and \$20,900.70 for reimbursement of expenses totaling \$498,277.70. By order dated April 1, 2010 (the “First Interim Fee Application Order”), this Court awarded C&M (i) interim compensation in the amount of \$470,877<sup>1</sup> for professional services rendered and (ii) interim reimbursement of expenses in the amount of \$20,900.70.

15. In sum and in accordance with the First Interim Fee Application Order, \$302,530.11 was paid to C&M, and was applied against the fee award.

16. On May 28, 2010, C&M filed its second interim fee application (the “Second Interim Fee Application”) for the period January 1, 2010 through April 30, 2010 (the “Second Application Period”) seeking \$653,025.50 for professional services rendered and \$27,356.19 for reimbursement of expenses totaling \$680,381.69. By order dated July 13, 2010, this Court awarded C&M (i) interim compensation in the amount of \$653,025.50 for professional

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<sup>1</sup> C&M voluntarily reduced its fees by \$6,500 in accordance with an agreement reached with the Official Committee of Unsecured Creditors (the “Committee”).

services rendered and (ii) interim reimbursement of expenses in the amount of \$27,356.19.

C&M has not received any additional payments on account of this order.

17. During the Second Application Period, C&M received an additional \$324,960.19 in fees and \$20,784.55 in reimbursement of expenses on the following dates:

	February 9, 2010	March 2, 2010	April 16 2010	May 25, 2010
Fees	\$83,473.43	\$84,296.88	\$84,349.97	\$72,839.91
Expenses	\$5,419.72	\$5,817.36	\$4,948.91	\$4,598.56
Total	\$88,893.15	\$90,114.24	\$89,298.88	\$77,438.47

C&M has not received any additional payments since May 25, 2010.

18. Based on the above, as of May 28, 2010 C&M has received a total of \$324,960.19 for payment of its fees and \$20,784.55 for reimbursement of its expenses, against a total award of \$653,025.50 for fees and \$27,356.19 for reimbursement of expenses incurred during the Second Application Period.

19. Thus, as of July 13, 2010, the current amount of unpaid fees and expenses to C&M for the First Application Period is \$184,633 and \$4,614.59, respectively, and for the Second Application Period is \$328,065.31 and \$6,571.64, respectively for a total amount of unpaid fees and expenses that were awarded to C&M through the period ending April 30, 2010 in the amount of \$512,698.31 and \$11,186.23, respectively.

20. This Application is C&M's third interim and final fee application. As set forth herein, C&M is hereby seeking approval of an award in the amount of \$339,660.00 for services rendered and \$15,719.22 for reimbursement of expenses incurred during the Third Application Period, and final allowance of all fees for services and reimbursement of expenses paid, or to be paid, for the Entire Case Period in the amount of \$1,473,562.50 and \$64,076.11,

respectively, for a total award for the Entire Case Period of \$1,537,638.61, which includes the estimate of \$10,100 for fees and expenses during the Post Application Period.

21. All services performed and expenses incurred for which compensation or reimbursement is sought were performed or incurred for and on behalf of the estate and not for any other person or entity.

22. C&M has not shared or agreed to share compensation or reimbursement awarded in this case with any other person except as among the members and employees of the firm.

23. C&M has not made any agreements with the Debtors or others for compensation or reimbursement relating to this case which have not been disclosed to the Court.

D. Successful Steps Taken Toward Reorganization

24. Since the commencement of these bankruptcy cases, the Debtors have taken deliberate actions to ensure that Partners was able to continue operating the SkyLodge Hotel and emerge from bankruptcy, including (i) negotiating a cash collateral stipulation and extensions thereof with WestLB, its secured lender, to continue operating the SkyLodge Hotel during the bankruptcy cases, (ii) obtaining extensions of the Debtors' exclusive periods, (iii) working with Debtors' management and BDRC 4 Site, LLC ("BDRC") to attract plan funders to facilitate Partners' exit from chapter 11, (iv) filing a plan and an amended plan of reorganization and accompanying disclosure statements to exit from bankruptcy, (v) litigating the BayNorth Adversary Proceeding (defined below), (vi) negotiating with WestLB, the Committee and all other third parties the terms of an acceptable plan of reorganization, and (vii) advising the Debtors on various legal issues as they arise. C&M has also worked closely with the Debtors'

co-counsel, Durham Jones & Pinegar (“DJP”) and the Debtors’ consultant BDRC on various matters in these cases.

25. Thus, as a result of the efforts of C&M, Partners has made tremendous progress toward reorganization in a difficult economic environment.

## II. THE THIRD APPLICATION PERIOD

### A. Billing Methodology

26. In this Application, C&M is requesting compensation for services provided and reimbursement of expenses incurred during the Third Application Period, May 1, 2010 through July 29, 2010.

27. C&M maintains written records of time expended by attorneys and paraprofessionals in the retention of professional services to the Debtors. Such time records are made contemporaneously with the rendition of services by the person rendering such services. A summary of fees requested, as required by the Fee Guidelines of the United States Trustee, is attached hereto as Exhibit 1. A summary of the expenses incurred, broken down by type of expense, is attached as Exhibit 2.

28. C&M's services in this case are billed on an hourly-rate basis, consistent with C&M's customary charges for comparably skilled and experienced practitioners in other bankruptcy and non-bankruptcy cases.

29. In rendering services and incurring expenses on behalf of the estate, C&M makes reasonable efforts to use the most economical means and methods that are available and appropriate under the circumstances.

30. The education and experience of the C&M attorneys principally providing services on behalf of the Debtors during the Third Application Period and the Entire Case Period are detailed in the professional resumes attached as Exhibit 3.

31. Given the education, experience, and expertise of the C&M attorneys rendering services in this case, the rates charged are reasonable, and are the same as or lower than rates C&M typically charges to clients for similar services.

B. Services Performed on Behalf of the Estate

32. During the Third Application Period, C&M rendered services to the estate for which it seeks compensation in the total amount of \$339,660.00. Such services are detailed in the invoices broken down by project category which are attached hereto as Exhibit 4 through Exhibit 6.

33. C&M has categorized the time spent performing services for the Debtors' estates into the following project categories. C&M has performed no services in certain categories.

<u>C&amp;M Matter No.</u>	<u>Matter Name</u>
0000001	General Advice
0000002	Automatic Stay
0000003	Case Administration
0000004	Claims Administration
0000005	Creditor Meetings/Statutory Committee
0000006	Executory Contracts/Leases
0000007	Financing
0000008	2004 Exams
0000009	BayNorth Litigation
0000010	Other Litigation
0000011	Real Estate
0000012	Reorganization Plan/Disclosure Statement
0000013	Reports & Schedules/First Day Motions
0000014	Retention/Fee Matters
0000015	Secured Claims (WestLB)

0000016	Secured Claims (Jacobsen)
0000017	Secured Claims (BayNorth)
0000018	U.S. Trustee Matters (341 Meetings)
0000019	Non-Billable Travel
0000020	Corporate Issues

34. The totals of the fees sought in this Final Application for services rendered during the Third Application Period in the various project categories are as follows:

MATTER NO.	MATTER NAME	AMOUNT
0000001	General Advice	\$639.00
0000002	Automatic Stay	\$0
0000003	Case Administration	\$2,618.00
0000004	Claims Administration	\$3,583.00
0000005	Creditor Meetings/Statutory Committee	\$213.00
0000006	Executory Contracts/Leases	\$1,018.50
0000007	Financing	\$120.00
0000008	2004 Exams	\$0
0000009	BayNorth Litigation	\$29,052.000
0000010	Other Litigation	\$53,597.00
0000011	Real Estate	\$0
0000012	Reorganization Plan/Disclosure Statement	\$176,290.50
0000013	Reports & Schedules/First Day Motions	\$0
0000014	Retention/Fee Matters	\$44,484.00
0000015	Secured Claims (WestLB)	\$21,300.00
0000016	Secured Claims (Jacobsen)	\$0
0000017	Secured Claims (BayNorth)	\$0
0000018	U.S. Trustee Matters (341 Meetings)	0
0000019	Non-Billable Travel	\$5,325.00 <sup>2</sup>
0000020	Corporate Issues	\$1,420.00
	<b>TOTAL:</b>	<b>\$339,660.000</b>

<sup>2</sup> The \$5,325.00 represents 50% of the actual time spent traveling to and from Salt Lake City, Utah.

C. Summary of Services in Each Project Category

35. A summary of the nature of each project category, a table indicating the names, billing rates, hours spent, and total amounts billed during the Third Application Period as to each C&M professional and paraprofessional in each project category, and a synopsis of the work performed during the Third Application Period in each project category (except where the service rendered was *de minimis*) is provided in separate paragraphs below. Detailed descriptions of the services rendered in each project category are set forth in the invoices attached hereto as Exhibits 4 through 6.<sup>3</sup>

36. Case Administration

a. This project category is for services relating to case administration.

b. During the Third Application Period, the following C&M professionals and paraprofessional provided services to the Debtors' estates in this project category:

Name/Initials	Title/Office	Hourly Rate	Total Hours	Total Fees
Michael V. Blumenthal (MVB)	Partner	\$710.00	1.4	\$994.00
Steven B. Eichel (SE)	Counsel	\$560.00	1.4	\$784.00
Stella Leung (SL)	Paralegal	\$240.00	3.5	\$840.00
<b>TOTAL HOURS:</b>			<b>6.3</b>	<b>\$2,618.00</b>

c. During the Third Application Period, C&M committed time to case administration matters typical of the time necessarily expended in any Chapter 11 case. In particular, C&M professionals and paraprofessionals devoted time during the Third Application Period to (i) retrieving various pleadings from the Court's docket, (ii) updating case calendar and files, (iii) internal conferences and conferences with third party regarding status of case and

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<sup>3</sup> A similar description was provided for the First and Second Application Periods in Docket Entries 282 and 523, respectively.

exiting from bankruptcy, and (iv) communicating with Partners re communications with third parties.

37. Claims Administration

a. This project category is for time spent for services related to addressing claims issues in the Debtors' cases.

b. During the Third Application Period, the following C&M professionals and paraprofessional provided services to the Debtors' estates in this project category:

Name/Initials	Title/Office	Hourly Rate	Total Hours	Total Fees
Michael V. Blumenthal (MVB)	Partner	\$710.00	2.5	\$1,775.00
Steven B. Eichel (SE)	Counsel	\$560.00	.4	\$224.00
Stella Leung (SL)	Paralegal	\$240.00	6.6	\$1,584.00
<b>TOTAL HOURS:</b>			<b>9.5</b>	<b>\$3,583.00</b>

c. During the Third Application Period, C&M worked on various claim related issues, including, but not limited to the following:

- (i) reviewing and analyzing the claims asserted against the Debtors;
- (ii) preparing various charts, including cure claims chart for executory contract and unexpired leases;
- (iii) communicating with each other, Partners' management and WestLB regarding claims asserted in these cases;
- (iv) reviewing the Gateway claim, including (i) communicating with co counsel regarding Gateway claim, (ii) reviewing Gateway's request for payment of administrative claim; and (iii) communicating with Partners' personnel and WestLB re Gateway claim; and
- (v) communicating with counsel to the Committee regarding unsecured claims.

38. BayNorth Litigation

a. This project category is for services relating to the Debtors' adversary proceeding commenced by the Debtors against BayNorth Realty Fund VI, LP ("BayNorth").

b. During the Third Application Period, the following C&M professionals and paraprofessionals logged time in this project category:

Name/Initials	Title/Office	Hourly Rate	Total Hours	Total Fees
Michael V. Blumenthal (MVB)	Partner	\$710.00	2.1	\$1,491.00
Bruce Zabarauskas (BZ)	Counsel	\$560.00	38.6	\$21,616.00
Shamiso Maswoswe (SM)	Associate	\$430.00	5.1	\$2,193.00
Serge Kernisan (SK)	IT Analysis	\$300.00	5.0	\$1,500.00
Matthew Brown (MB)	IT Analysis	\$280.00	2.5	\$700.00
Cristhian Cabezas (CC)	IT Analysis	\$280.00	2.0	\$560.00
Michael Peloquin (MP)	IT Analysis	\$280.00	2.0	\$560.00
Stella Leung (SL)	Paralegal	\$240.00	1.8	\$432.00
TOTAL HOURS:			59.1	\$29,052.00

c. During the Third Application Period, C&M devoted a significant amount of time in connection with the adversary proceeding (the "BayNorth Adversary Proceeding") commenced on September 15, 2009, by the Debtors against BayNorth focusing on the disbursement of \$5,600,000 by WestLB from the Real Estate Sales Account to BayNorth (the "BayNorth Transfer"). In connection with the BayNorth Adversary Proceeding, C&M rendered various services, including, but not limited to, the following:

- (i) reviewing the WestLB document production and related issues;

- (ii) reviewing BayNorth's document productions<sup>4</sup>, and communicating with BayNorth's counsel regarding discovery issues;
- (iii) reviewing the Debtors' documents for production to BayNorth;
- (iv) communicating with each other and Debtors regarding, among other things, (a) various witnesses, (b) document productions, and (c) organizing selected documents;
- (v) communicating with WestLB's counsel regarding discovery requests;
- (vi) preparing and organizing the voluminous electronic document production;
- (vii) reviewing and revising the Court's scheduling order;
- (viii) reviewing emails from BayNorth's counsel regarding additional document production;
- (ix) reviewing various correspondence regarding discovery issues;
- (x) reviewing, revising and negotiating confidentiality agreement with counsel for BayNorth and WestLB;
- (xi) researching various issues, including (i) discoverability of settlement negotiations, (ii) duty of LLC to produce documents of its members, and (iii) document production requirements;
- (xii) drafting correspondence to BayNorth's counsel regarding discovery issues and conference with each other regarding same; and
- (xiii) researching the electronic discovery provisions of The Federal Rules of Civil Procedure.

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<sup>4</sup> Some time attributable to reviewing the document production is set forth in matter no. 10 described below.

39. Other Litigation

a. This project category is for services relating to the litigation commenced by the Debtors against David Wickline (“Wickline”), Alchemy Ventures Group, LLC, Alchemy Ventures Trust, LLC, Charles Flint (“Flint”), BayNorth Capital, LLC, and BayNorth Realty Fund VI, Limited Partnership (the “Wickline Adversary Proceeding”).

b. During the Third Application Period, the following C&M professionals and paraprofessionals logged time in this project category:

Name/Initials	Title/Office	Hourly Rate	Total Hours	Total Fees
Michael V. Blumenthal (MVB)	Partner	\$710.00	7.9	\$5,609.00
Bruce Zabarauskas (BZ)	Counsel	\$560.00	71.6	\$40,096.00
Shamiso Maswoswe (SM)	Associate	\$430.00	4.2	\$1,806.00
Vivian Arias (VA)	Associate	\$395.00	13.4	\$5,293.00
Michael Gordon (MG)	Summer Associate	\$175.00	2.2	\$385.00
Stella Leung (SL)	Paralegal	\$240.00	1.7	\$408.00
<b>TOTAL HOURS:</b>			101.0	\$53,597.00

c. During the Third Application Period, C&M devoted a significant amount of time in connection with the Wickline Adversary Proceeding. This litigation was commenced on or about May 26, 2010, and focused on (i) breaches of fiduciary duty by Wickline and his affiliated entities and (ii) Flint’s and BayNorth’s aiding and abetting Wickline’s breaches of fiduciary duty. In connection with the Wickline Adversary Proceeding, C&M attorneys rendered various services, including, but not limited to, the following:

- (i) reviewing substantial documentation, including, emails relating to Wickline for the Wickline Advisory Proceeding complaint and communicating with each regarding the same;
- (ii) researching Delaware and Utah case and statutory law regarding breach of fiduciary duty, the faithless servant doctrine and damages and drafting summaries of same;

- (iii) communicating with each other regarding (a) documents obtained in discovery and causes of action against Mr. Charlie Flint (of BayNorth) and Wickline and (b) strategy;
- (iv) drafting the Wickline Adversary Proceeding complaint;
- (v) communicating with each other and Partners' management regarding legal theories and facts in connection with drafting complaint;
- (vi) drafting correspondence to BayNorth's counsel regarding elimination of the confidentiality designation of certain documents;
- (vii) reviewing and analyzing confidentiality issues and drafting memorandum regarding same;
- (viii) communicating with each other and co-counsel regarding filing a motion under seal to modify BayNorth's designation of certain documents as confidential;
- (ix) drafting a motion for relief from confidentiality agreement; and
- (x) drafting a spoilation letter, which was sent to Wickline's counsel.

40. Reorganization Plan/Disclosure Statement

- a. This project category is for services relating to the confirmation of Partner's joint plan of reorganization with WestLB.
- b. During the Third Application Period, the following C&M professionals and paraprofessional provided services to the Debtors' estates in this category.

Name/Initials	Title/Office	Hourly Rate	Total Hours	Total Fees
Michael V. Blumenthal (MVB)	Partner	710.00	177.8	\$126,238.00
Steven B. Eichel (SE)	Counsel	560.00	54.0	\$30,240.00
Bruce J. Zabarauskas (BZ)	Counsel	560.00	17.8	\$9,968.00
Vivian Arias (VA)	Associate	395.00	16.7	\$6,596.50
Caitlin FitzRandolph (CF)	Associate	370.00	.8	\$296.00
Stella Leung (SL)	Paralegal	240.00	12.3	\$2,952.00
TOTAL HOURS:			279.4	\$176,290.50

c. On February 17, 2010 (as revised on February 25, 2010), Partners filed an amended plan and an accompanying disclosure statement. By order dated February 25, 2010, the Court approved the amended disclosure statement. After several extensions of its exclusive solicitation period, on June 16, 2010, Partners filed a joint plan of reorganization with its secured lender WestLB. In order to confirm this joint plan of reorganization, C&M attorneys spent a significant amount of time negotiating various potential transactions with several alternative plan funders. C&M also conducted extensive negotiations with the Committee, Jacobsen, WestLB and other major constituents in this case, all of which ultimately led to the confirmed plan. As part of this process and in order to confirm the joint plan of reorganization of Partners and WestLB, C&M attorneys:

- (i) communicated with each other, co-counsel, DJP, and management of Partners regarding, among other things, potential purchasers, letters of intent (“LOIs”) with potential plan funders, plan process, Shoaf’s employment agreement, licensing issues, executory contracts to be assumed as part of plan supplement, plan negotiations and related strategy, plan funding issues, strategy with WestLB, and joint plan proposal, and preparation for confirmation hearing;
- (ii) reviewed the revised the LOIs proposed by potential plan funders;
- (iii) drafted term sheets for alternative plan funders;

- (iv) communicated with counsel to potential plan funders regarding letters of intent, plan and confirmation process, due diligence, plan funder and funding agreement issues, executory contracts to be assumed and assigned;
- (v) communicated with counsel to WestLB (with respect to plan funded by alternate plan funder) regarding, among other things, (a) WestLB's response to plan term sheets of alternative plan funders, (b) issues relating to terms of plan, plan supplement and exclusivity, (c) status of negotiations with Vision Partners and potential for WestLB funded plan, (d) WestLB's proposed plan of reorganization, (e) Shoaf's employment agreement;
- (vi) communicated and negotiated with counsel to WestLB (with respect to the joint plan funded by WestLB) regarding, among other things, (a) a proposed WestLB funded plan, plan supplement (including cure claim chart) and related issues (b) the plan process, (c) claims asserted against Partners, (d) executory contracts to be assumed under plan, (e) Partners' comments to the joint plan of reorganization, (f) WestLB's response to Partners' comments, (g) liquor and other licensing issues; (h) revisions to cash collateral stipulation, and (i) confirmation issues (including, but not limited to, objections to confirmation and subordination issues);
- (vii) communicated with representatives of Partners regarding, among other things, plan, plan supplement (including cure claim chart) and related issues, Shoaf employment agreement, revisions to cash collateral stipulation, confirmation issues);
- (viii) communicated with Committee counsel regarding plan negotiations with alternative plan funders and plan process, and resolving objection to motion to extend exclusive periods;
- (ix) drafted, reviewed and revised numerous documents, including (a) plan supplement (b) executory contract exhibit to plan supplement, and (c) funding agreement;
- (x) reviewed and analyzed various contracts and related executory contract issues in connection with preparing executory contract exhibit for plan supplement;

- (xi) reviewed proof of claim summaries in connection with terms of plan and feasibility;
- (xii) communicated with each other and Partners' management regarding (a) plan supplement (and exhibits thereto), (b) valuation, (c) confirmation strategy, (d) executory contract issues, (e) funding agreement, and (f) WestLB's plan proposals;
- (xiii) communicated with each other, local counsel and valuation expert regarding (a) valuation and (b) appraisal issues;
- (xiv) reviewed and revised drafts of Shoaf's proposed employment agreement;
- (xv) communicated with DJP re: plan issues, strategy, extension of plan related deadlines and other procedural issues, exclusivity, and funding agreement issues;
- (xvi) reviewed and analyzed objections to motion to extend exclusive period filed by Jacobsen, WestLB and the Committee;
- (xvii) drafted reply to WestLB's objection to motion to extend exclusive period and accompanying declaration of William Shoaf, and confer with each other and Partners regarding same;
- (xviii) participated telephonically in hearing on motions to extend exclusivity;
- (xix) reviewed and revised multiple drafts of plan of reorganization, including WestLB's proposed plan of reorganization and drafted response and provided comments to WestLB plan proposal leading to a joint plan with Partners;
- (xx) communicated and coordinated with Mr. Shoaf, his counsel and WestLB with respect to and drafting Mr. Shoaf's employment agreement in connection with joint plan of reorganization;
- (xxi) reviewed and commented on order extending plan related deadlines;

- (xxii) communicated with DJP, counsel for Jacobsen, and Committee counsel regarding status of plan, plan negotiations and strategy re: joint plan and alternative plans;
- (xxiii) analyzed voting issues and updated ballot summary;
- (xxiv) reviewed, revised and commented on various documents, including, but not limited to: (a) notice of confirmation hearing, (b) term sheet for restructured note and (c) restructured loan agreement;
- (xxv) drafted memorandum in support of confirmation of joint plan and communicated with DJP and counsel to WestLB regarding same;
- (xxvi) research regarding standing to object to confirmation of a proposed plan of reorganization;
- (xxvii) prepared for confirmation hearing, including, but not limited to, (a) meetings with Shoaf regarding his testimony, (b) preparation of appraised testimony, (c) communications with WestLB's counsel re: plan supplement, modifications to confirmation brief, preparation of exhibit binders and strategy, (d) reviewing and revising confirmation brief, (e) finalizing employment agreement, (f) preparation of opening and closing arguments, (g) reviewing and organizing all exhibits, pleadings and other corporate documents, and (h) reviewing and responding to confirmation objections;
- (xxviii) conducted and participated at confirmation hearing and confirmed case; and
- (xxix) reviewed and revised confirmation order.

41. Retention/Fee Matters

- a. This project category is for services relating to retention of professionals and other fee related matters.
- b. During the Third Application Period, the following C&M professionals provided services to the Debtors' estates.

Name/Initials	Title/Office	Hourly Rate	Total Hours	Total Fees
Michael V. Blumenthal (MVB)	Partner	\$710.00	8.4	\$5,964.00
Steven Eichel (SE)	Counsel	\$560.00	48.9	\$27,384.00
Stella Leung (SL)	Paralegal	\$240.00	46.4	\$11,136.00
<b>TOTAL HOURS:</b>			103.7	\$44,484.00

c. During the Third Application Period, C&M committed time to retention and fee matters. In particular, C&M professionals devoted time to the following:

- (i) preparing second and third interim fee applications and monthly interim fee applications;
- (ii) reviewing fee applications of counsel for the Committee;
- (iii) reviewing WestLB counsel fees; and
- (iv) drafting correspondence to Partners regarding payment of professional fees.

42. Secured Claims (WestLB)

a. This project category is for services relating to secured claim of WestLB.

b. During the Third Application Period, the following C&M professionals provided services to the Debtors' estates in this category.

Name/Initials	Title/Office	Hourly Rate	Total Hours	Total Fees
Michael V. Blumenthal (MVB)	Partner	\$710.00	30.0	\$21,300.00
<b>TOTAL HOURS:</b>			30.0	\$21,300.00

c. During the Third Application Period, C&M professionals devoted time to this category. In particular, C&M devoted time to the following:

- (i) communicating with Partners' management regarding draw requests under cash collateral stipulation, cash reconciliation, and preparing June budget;
- (ii) reviewing proposed June budget and draw requests;

- (iii) communicating with counsel to WestLB regarding (a) an extension of cash collateral stipulation, (b) draw requests and (c) reserves in operating account;
- (iv) reviewing WestLB's comments to budget;
- (v) communicating with DJP regarding cash collateral stipulation;
- (vi) reviewing cash reconciliations;
- (vii) preparing for and attending meetings with WestLB, plan funder (Vision) and Debtor;
- (viii) reviewing (a) communications regarding cash reconciliation and (b) extension of cash collateral stipulation;
- (ix) reviewing weekly cash requests, budgets, back-up to budgets and draw requests and communicate with Partners' management, employees and its advisors regarding same;
- (x) reviewing (a) notice of termination of cash collateral stipulation, and (b) operative provisions of cash collateral stipulation and amendments;
- (xi) communicating with DJP regarding extension of cash collateral stipulation and related issues;
- (xii) drafting stipulation to reduce Jacobsen reserve and communicate with Jacobsen's counsel regarding same;
- (xiii) reviewing revisions to cash collateral stipulation.

43. Non-Billable Travel

- a. This project category is for services relating to travel to Salt Lake City and Park City, Utah.
- b. During the Third Application Period, the following C&M professionals provided services to the Debtors' estates in this project category.

Name/Initials	Title/Office	Hourly Rate	Total Hours	Total Fees
Michael V. Blumenthal (MVB)	Partner	\$710.00	15.0	\$10,650.00
			15.0	\$10,650.00

c. During the Third Application Period, Michael Blumenthal traveled to Utah for confirmation of Partners' and WestLB's joint plan of reorganization. C&M reduced the time allotted to non-billable travel to 50% of the actual time charges to \$5,325, which amount is reflected in the summary on page 10.

44. Corporate Issues

a. This project category is for services related to corporate issues.

b. During the Third Application Period, the following C&M professional provided services to the Debtors' estates in this project category.

Name/Initials	Title/Office	Hourly Rate	Total Hours	Total Fees
Michael V. Blumenthal (MVB)	Partner	\$710.00	2.0	\$1,420.00
TOTAL HOURS:			2.0	\$1,420.00

c. During the Third Application Period, C&M professionals, among other things, (i) communicated with DJP and Partners' management regarding liquor and other licenses, (ii) reviewed consent and subordinated agreements executed by Cloud Nine Resorts SkyLodge Management & Development LLCs and their organizational documents, and (iii) communicated with WestLB's counsel regarding the subordination agreements.

D. Reimbursement of Expenses

45. During the Third Application Period, C&M incurred actual and necessary expenses in the total amount of \$15,719.22 in connection with the professional services rendered to the Debtors' estates. A summary showing the break-down of total expenses by type of expense is set forth on Exhibit 2.

46. Specifically, inside copy charges are \$.20 per page. Outside copy charges are for the actual amount charged to C&M by outside services. Computerized legal research is billed to clients at the actual amount charged to C&M for such services. C&M keeps in its files appropriate detail, including receipts, invoices, reimbursement vouchers, and other supporting information concerning the expenses incurred in this representation, and that information is available for review upon request.

47. The expenses incurred by C&M for which reimbursement in this Application is sought are consistent with the U.S. Trustee Guidelines and the rules and orders applicable in this case.

48. C&M seeks to have its fees and expenses allowed in the full amount set forth in this Application.

49. C&M has used its billing discretion and has, where appropriate, voluntarily reduced its fees and expenses consistent with the U.S. Trustee Guidelines and the prior practice of this Court.

### III. FINAL APPLICATION

50. As indicated in each interim application, C&M maintains written records of time expended by attorneys and paraprofessionals in the rendition of professional services to the Debtors. Such time records are made contemporaneously with the rendition of services by the person rendering such services. C&M's daily time records for each monthly segment of the First, Second and Third Application Periods, allocated by matter, listing the name of the attorney or paraprofessional, the date on which the services were rendered, and the amount of time expended in performing the services.

51. The daily time records for the Third Application Period are attached to this Final Application as Exhibit 4 for May 2010, Exhibit 5 for June 2010, and Exhibit 6 for July 1, 2010 through July 9, 2010.

52. C&M's daily time records for the period September 14, 2009 through December 31, 2009, which is the First Application Period, is attached as Exhibits 4 through 7 to C&M's First Interim Application. [Docket No. 282]. Similarly, C&M's daily time records for the period January 1, 2010, through April 30, 2010, which is the Second Application Period, is attached as Exhibits 4 through 7 to C&M's Second Interim Application. [Docket No.523]. C&M refers this Court to C&M's First Interim Application and Second Interim Fee Application for its daily time records for the period September 14, 2009 through April 30, 2010.

**IV. EVALUATING STANDARDS APPLICABLE TO C & M'S REQUEST FOR ALLOWANCE OF INTERIM AND FINAL COMPENSATION**

**A. Legal Standards**

53. Bankruptcy Code § 330(a)(1) allows the Court to award to professionals employed pursuant to § 327:

- a. reasonable compensation for actual, necessary services rendered by the . . . professional person, or attorney and by any paraprofessional person employed by any such person; and
- b. reimbursement for actual, necessary expenses.

11 U.S.C. § 330(a)(1). In determining the amount of reasonable compensation to be awarded, this Court is to consider the nature, extent and value of the services by taking into account all relevant factors, including:

- (a) the time spent on such services; (b) the rates charged for such services; (c) whether the services were necessary to the administration of, or beneficial at the time at which

the service was rendered toward the completion of, a case under [title 11]; (d) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue or task addressed, (e) with respect to a professional person, whether the person . . . has demonstrated skill and experience in the bankruptcy field; and (f) whether the compensation is reasonable based upon the customary compensation charged by comparably skilled practitioners in cases other than cases under [title 11].

11 U.S.C. § 330(a)(3).

54. *Time and Labor Expended.* C&M is seeking compensation for slightly in excess of 2700 hours of services by its professionals and paraprofessionals in connection with its representation of the Debtors during the Entire Case Period. Professional services rendered by C&M during the Third Application Period have been itemized by each professional, noting each professional's rate, number of hours, and total compensation requested. *See Exhibit 1.* See also docket numbers 282 and 523 for the same information for the First and Second Interim Fee Applications. Each duty and task performed by C&M has been performed by the attorney most qualified to render such services at his or her ordinary hourly rate in the most efficient manner as required by the circumstances of these cases. C&M reasonably expended this time in order to adequately represent and protect the interests of the Debtors and their estates in these cases.

55. *Reasonableness of Compensation Requested.* The hourly rate of each professional who rendered services in connection with the cases during each application period is set forth in each of the fee applications. C&M believes that the hourly rates charged for its attorneys and paraprofessionals are reasonable and competitive with the hourly rates charged by law firms of comparable size and quality that have similar expertise and experience level as C&M.

56. C&M submits, that based upon the factors to be considered pursuant to §330 of the Bankruptcy Code, the quality of the services provided, and the results that have been achieved to date, allowance of the amounts requested is justified.

57. *Non-Duplication.* C&M has attempted to avoid duplication of services. Where more than one C&M attorney attended a meeting or hearing, such attendance was not a duplication of effort, but was necessary to adequately represent the interests of the Debtors. Moreover, the services provided by C&M during the Third Application Period and the Entire Case Period were not duplicative of the services provided by any of the Debtors' other professionals.

58. *Necessity of Services Rendered.* The services rendered by C&M were necessary and beneficial to Partners and its estate, given, among other things, the threat of foreclosure by BayNorth on its mezzanine loan prior to the commencement of the case. As a result of C&M's efforts, along with the assistance of the Partners' other professionals, this Court confirmed a joint plan of reorganization, which provides for the continued operations of the hotel, continued employment of over 80 employees, up to a 100% recovery to general unsecured creditors over time, payment of a reduced claim to Jacobsen, and satisfaction and clearance of all liens against Partners' property and the homeowners.

59. *Experience, Reputation and Ability of Attorneys.* C&M is well qualified to represent the Debtors in these matters. The lead attorney responsible for the above services is Michael Blumenthal. As appropriate, however, work was delegated to other members, associates, paralegals, of counsel, and other professional staff of C&M. C&M has an excellent reputation based upon its experienced and capable group of professionals. The professional

services rendered have been performed by attorneys with broad expertise and a high level of skill in the areas for which they have been employed. The profiles and summaries of the qualifications of each of the attorneys rendering the services covered by this Application are attached hereto collectively as Exhibit 3. Such experience and expertise has enabled these cases to progress in an efficient and successful manner.

60. C&M submits that, based upon the factors to be considered pursuant to §330 of the Bankruptcy Code, the quality of the services provided, and the results that have been achieved more than justify allowance of the amounts requested. The services of C&M have resulted in significant benefit to Partners and its creditors.

WHEREFORE, C&M requests:

1. That interim compensation and reimbursement incurred during the Third Application Period be allowed and awarded to C&M in the total amount of \$355,379.22, which includes \$339,660.00 for professional services rendered and \$15,719.22 for expenses incurred;
2. That final compensation and reimbursement of expenses for the Entire Case Period be allowed to C&M in the amount of \$1,473,562.50 and \$64,076.11, respectively;
3. That such amounts be allowed as priority administrative expenses of the estate in Chapter 11 pursuant to 11 U.S.C. §§ 503(b)(2) and 507(a)(2); and
4. That Partners, the Reorganized Debtor and WestLB or its affiliate, which is the Plan Funder, be authorized and required, pursuant to 11 U.S.C. §§ 330 and 331, to pay such further allowed amounts as set forth herein.

DATED: New York, New York  
July 14, 2010

CROWELL & MORING LLP

By: /s/ Michael V. Blumenthal  
Michael V. Blumenthal (mblumenthal@crowell.com)  
(admitted pro hac vice)  
Steven B. Eichel (seichel@crowell.com)  
(admitted pro hac vice)  
590 Madison Avenue, 20th Floor  
New York, NY 10022  
Telephone: (212) 223-4000  
Facsimile: (212) 223-4134  
Counsel for Debtors and Debtors in Possession

# EXHIBIT 1

Kenneth L. Cannon II (kcannon@djplaw.com) (3705)  
Steven J. McCardell (smccardell@djplaw.com) (2144)  
DURHAM JONES & PINEGAR, P.C.  
111 East Broadway, Suite 900  
P.O. Box 4050  
Salt Lake City, UT 84110-4050  
Telephone: (801) 415-3000/Fax: (801) 415-3500

Michael V. Blumenthal (mblumenthal@crowell.com) (admitted *pro hac vice*)  
Steven B. Eichel (seichel@crowell.com) (admitted *pro hac vice*)  
CROWELL & MORING LLP  
590 Madison Avenue, 20th Floor  
New York, NY 10022  
Telephone: (212) 223-4000/Fax: (212) 223-4134

Counsel for Debtors and Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

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In re:	)	
	)	
EASY STREET HOLDING, LLC, <i>et. al.</i>	)	Bankruptcy Case No. 09-29905
	)	Jointly Administered with Cases
Debtors	)	09-29907 and 09-29908
	)	
Address: 201 Heber Avenue	)	Chapter 11
Park City, UT 84060	)	
	)	
Tax ID Numbers:	)	Honorable R. Kimball Mosier
35-2183713 (Easy Street Holding, LLC),	)	
20-4502979 (Easy Street Partners, LLC), and	)	
84-1685764 (Easy Street Mezzanine, LLC)	)	

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**SUMMARY REQUIRED BY UNITED STATES TRUSTEE GUIDELINES**

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Fees Previously Requested:	\$1,130,402.50	NAME OF APPLICANT:
Fees Previously Paid:	\$611,204.19 <sup>5</sup>	Crowell & Moring LLP
Expenses Previously Requested:	\$48,256.89	ROLE IN THE CASE:
Expenses Previously Paid:	\$37,070.66 <sup>6</sup>	Counsel for Debtor in Possession

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<sup>5</sup> Of this amount, \$76,068 was paid to C&M by a third party.

<sup>6</sup> Of this amount, \$6,097.84 was paid to C&M by a third party.

Retainer Paid: \$0<sup>7</sup> CURRENT APPLICATION: THIRD & FINAL

Fees Requested -3rd	<u>\$339,660.00</u>
Expenses Requested -3rd	<u>\$15,719.22</u>
Fees Requested -Final	<u>\$1,473,562.50</u>
Final Expenses Requested	<u>\$64,076.11</u>

NAME OF PROFESSIONAL/ PARALEGAL	YEAR ADMITTED TO PRACTICE	HOURS BILLED CURRENT APPLICATION	RATE	TOTAL FOR APPLICATION
<b><u>PARTNERS</u></b>				
Michael V. Blumenthal	1981	249.2	\$710.00	\$171,607.00
Steven Eichel	1989	104.7	\$560.00	\$58,632.00
Bruce J. Zabarauskas	1988	128.0	\$560.00	\$71,680.00
<b><u>ASSOCIATES</u></b>				
Shamiso Maswoswe	2008	9.3	\$430.00	\$3,999.00
Vivian Arias	2007	31.0	\$395.00	\$12,245.00
Caitlin FitzRandolph	2008	.8	\$395.00	\$296.00
Michael Gordon	N/A	2.2	\$175.00	\$385.00
<b><u>PRACTICE TECHNOLOGY ANALYST/SPECIALIST</u></b>				
Serge Kernisan	N/A	5.0	\$300.00	\$1,500.00
Matthew Brown	N/A	2.5	\$280.00	\$700.00
Cristhian Cabezas	N/A	2.0	\$280.00	\$560.00
Michael Pelopuin	N/A	2.0	\$280.00	\$560.00
<b><u>PARAPROFESSIONALS</u></b>				
Stella Leung	N/A	72.9	\$240.00	\$17,496.00
<b>TOTAL</b>		<b>609.6</b>		<b>\$339,660.00<sup>8</sup></b>

<sup>7</sup> No retainer was paid to C&M during the Third Application Period.

<sup>8</sup> This is the total amount of fees for services rendered after reducing the amount sought by \$5,325.00 for time charges relating to non-working travel.

# EXHIBIT 2

**DISBURSEMENTS**  
**(5/1/2010-6/30/2010)**

Postage	\$50.65
Express Delivery	\$376.29
Local Transportation <sup>9</sup>	\$7.00
Computer Research	\$6,537.64
In house Duplicating	\$576.60
Travel Meals	\$309.41
Other Travel Expenses	\$823.48
Meals	\$102.62
Messenger Service	\$146.06
Air Fare	\$2,701.40
Long Distance Telephone	\$825.26
Administrative Overtime	\$292.50
Electronic Discovery	\$2,699.21
Miscellaneous	\$271.10
<b>TOTAL</b>	<b>\$15,719.22</b>

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<sup>9</sup> Local travel is comprised of local cabs for attorneys working late at night.

# EXHIBIT 3

**Michael V. Blumenthal** is a bankruptcy partner at Crowell & Moring LLP and is a member of C&M's Financial Service Group. In corporate reorganization and bankruptcy areas, he has represented various parties, including, but not limited to, debtors, secured and unsecured creditors, creditors' committee and landlords. He has extensive experience negotiating and litigating the issues pertinent to financially troubled corporations, portfolios, and assets, and is routinely involved in restructurings, divestitures, and acquisitions, and serving the needs of financial institutions, indenture trustees, investors, and official creditors' committees.

In the course of his career, Mr. Blumenthal has provided legal representation in a number of complex cases and transactions on behalf of institutions and publicly traded companies throughout the United States. Among Mr. Blumenthal's more noteworthy engagements are those involving Sharon Steel, Frontier Airlines, Scott Cable, Caldor, K-Mart, and Adelphia, where he represented clients such as General Electric Capital Corporation, NBC/Universal, R. D. Management Group, and Victor Posner.

Mr. Blumenthal also has extensive experience in real estate finance, representing institutions such as General Electric Capital Corporation and an array of real estate entrepreneurs.

**Steven B. Eichel** is a counsel in the New York office of Crowell & Moring LLP. With broad experience as a corporate restructuring attorney representing large corporate debtors in bankruptcy cases, Mr. Eichel is a member of the bankruptcy and restructuring team within C&M's Financial Services Group. Mr. Eichel concentrates his practice on a broad range of bankruptcy matters, including bankruptcy litigation and the acquisition of assets in bankruptcy cases. He has extensive experience representing large chapter 11 debtors, financial institutions, lenders, unsecured creditors, and liquidating trustees on a variety of insolvency-related matters across diverse sectors, such as chemicals, supermarkets, waste management, manufacturing and retail.

**Bruce Zabarauskas** is a counsel in Crowell & Moring's New York office. Mr. Zabarauskas is a member of the firm's Financial Services Group, and regularly represents clients in the financial services industry. Bruce's litigation experience in this area ranges from the representation of institutional clients in commercial real estate foreclosure actions to the representation of debtors and creditors in Chapter 11 bankruptcy proceedings. He also has substantial experience litigating corporate breach of fiduciary issues at both the trial and appellate court levels. Bruce is the author of numerous articles on federal bankruptcy law and has been retained as an expert witness in connection with a multitude of bankruptcy related issues.

**Vivian Arias** is an associate in the firm's New York office. She is a member of the Financial Services group, where her practice includes the representation of financial institutions in transactions involving commercial or asset-based lending, loan portfolio sales and acquisitions, loan restructuring, workouts, related litigation and bankruptcy. Her practice also focuses on civil and commercial litigation.

**Stella Leung**, born New York City, Education: St. John's University (B.S. Legal Assistant). Ms Leung has been a paralegal since 1994.

# **EXHIBIT 4**



590 Madison Avenue, 20<sup>th</sup> Floor, New York, NY 10022-2524  
p 212.223.4000 • f 212.223.4134  
Taxpayer ID # 52-1150358

June 9, 2010

Easy Street Holding, LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000001  
Invoice: 1329677

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Statement of Account

RE: General Advice

Professional Services Rendered Through May 31, 2010	\$0.00
Other Services and Expenses	<u>752.05</u>
Total Due this Invoice	<u><u>\$752.05</u></u>

Statement Number: 1329677  
Page #: 2

**Professional Services:**

<b>Total Professional Services</b>	<b><u>0.00</u></b>	<b><u>\$0.00</u></b>
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**Other Services & Expenses:**

<b>Description</b>	<b>Amount</b>
Postage	21.55
Comp. Library Research	284.77
Inhouse Duplicating	91.60
Meals	75.93
Long Distance Telephone	145.00
Long Distance Telephone	40.03
Express Delivery	93.17
<b>Total Other Services &amp; Expenses</b>	<b><u>\$752.05</u></b>



590 Madison Avenue, 20<sup>th</sup> Floor, New York, NY 10022-2524  
p 212.223.4000 ■ f 212.223.4134  
Taxpayer ID # 52-1150358

June 9, 2010

Easy Street Holding, LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000003  
Invoice: 1329678

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Statement of Account

RE: Case Administration

Professional Services Rendered Through May 31, 2010	\$672.00
Other Services and Expenses	<hr/> 0.00
Total Due this Invoice	<hr/> <hr/> \$672.00

Statement Number: 1329678  
Page #: 2

**Professional Services:**

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/14/10	S L	Updated case calendar, reviewed docket sheet for same.	0.40	96.00
05/18/10	S L	Updated case calendar with Steven Eichel.	0.20	48.00
05/18/10	S L	Updated files.	0.40	96.00
05/24/10	S L	Retrieve copies of all exclusivity motions and related orders for S. Eichel.	0.60	144.00
05/26/10	S L	Updated files.	1.20	288.00
<b>Total Professional Services</b>			<b><u>2.80</u></b>	<b><u>\$672.00</u></b>

<b>Name</b>	<b>Rate</b>	<b>Hours</b>	<b>Value</b>
Stella Leung	240.00	2.80	672.00
<b>Total Professional Services</b>		<b><u>2.80</u></b>	<b><u>\$672.00</u></b>



590 Madison Avenue, 20<sup>th</sup> Floor, New York, NY 10022-2524  
p 212.223.4000 • f 212.223.4134  
Taxpayer ID # 52-1150358

June 9, 2010

Easy Street Holding LLC; Easy Street Mezzanine LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Matter: 105773.0000004  
Invoice: 1329679

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Statement of Account

RE: Claims Administration

Professional Services Rendered Through May 31, 2010	\$1,467.00
Other Services and Expenses	<u>146.54</u>
 Total Due this Invoice	 <u>\$1,613.54</u>

Statement Number: 1329679  
Page #: 2

**Professional Services:**

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/03/10	MVB	Telephone call with K. Cannon re: issues re: Gateway claim.	0.20	142.00
05/06/10	S L	Meetings with S. Eichel regarding claims and updating same (.60), retrieve updated copy of claims register and related for S. Eichel (.80); updated charts of executory contracts and lease (.60), updated chart of cure amount with revisions (.80).	2.80	672.00
05/13/10	S E	Conf and tel conf with B. Zabarauskas re objection to claims (.2); work on obtaining documents in connection with objection to claim of Wickline (.2)	0.40	224.00
05/14/10	S L	Retrieve copy of Proof of Claim filed by Cloudnine SL Management for Bruce J. Zabarauskas from Claims Register.	0.20	48.00
05/24/10	MVB	Review POC summary (.2) and email to WestLB's counsel re: Gateway (.1).	0.30	213.00
05/24/10	S L	Office conference with Bruce J. Zabarauskas for any Consent and Subordination documents; reviewed loan documents for same.	0.70	168.00
<b>Total Professional Services</b>				<b><u>4.60</u> <u>\$1,467.00</u></b>

Name	Rate	Hours	Value
Michael V. Blumenthal	710.00	0.50	355.00
Steven Eichel	560.00	0.40	224.00
Stella Leung	240.00	3.70	888.00

**Total Professional Services** **4.60 \$1,467.00**

**Other Services & Expenses:**

Description	Amount
Messenger Service	146.06
Long Distance Telephone	0.48
<b>Total Other Services &amp; Expenses</b>	<b><u>\$146.54</u></b>



590 Madison Avenue, 20<sup>th</sup> Floor, New York, NY 10022-2524  
p 212.223.4000 • f 212.223.4134  
Taxpayer ID # 52-1150358

June 9, 2010

Easy Street Holding, LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000005  
Invoice: 1329680

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Statement of Account

RE: Creditor Meetings/Statutory Committees

Professional Services Rendered Through May 31, 2010	\$213.00
Other Services and Expenses	<u>0.00</u>
Total Due this Invoice	<u>\$213.00</u>

Statement Number: 1329680  
Page #: 2

**Professional Services:**

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/19/10	MVB	Telephone call with L. Jenkins re: status.	0.30	213.00
<b>Total Professional Services</b>				<b><u>0.30</u></b> <b><u>\$213.00</u></b>

<b>Name</b>	<b>Rate</b>	<b>Hours</b>	<b>Value</b>
Michael V. Blumenthal	710.00	0.30	213.00
<b>Total Professional Services</b>		<b><u>0.30</u></b>	<b><u>\$213.00</u></b>



590 Madison Avenue, 20<sup>th</sup> Floor, New York, NY 10022-2524  
p 212.223.4000 ■ f 212.223.4134  
Taxpayer ID # 52-1150358

June 9, 2010

Easy Street Holding, LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000006  
Invoice: 1329681

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Statement of Account

RE: Executory Contracts/Leases

Professional Services Rendered Through May 31, 2010	\$663.00
Other Services and Expenses	<hr/> 0.00
Total Due this Invoice	<hr/> \$663.00

Statement Number: 1329681  
Page #: 2

**Professional Services:**

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/04/10	S L	Retrieve copy of Schedule of executory contract for Eichel.	0.10	24.00
05/06/10	MVB	Office conferences with S. Eichel re: analysis of executory contracts, cure amounts and issues relative to same.	0.40	284.00
05/24/10	MVB	Review and respond to emails from WestLB's counsel re: Wells Equipment Finance claim (.3); office conference with S. Eichel re: executory contracts (.2).	0.50	355.00
<b>Total Professional Services</b>				<b><u>1.00</u></b> <b><u>\$663.00</u></b>

<b>Name</b>	<b>Rate</b>	<b>Hours</b>	<b>Value</b>
Michael V. Blumenthal	710.00	0.90	639.00
Stella Leung	240.00	0.10	24.00
<b>Total Professional Services</b>		<b><u>1.00</u></b>	<b><u>\$663.00</u></b>



590 Madison Avenue, 20<sup>th</sup> Floor, New York, NY 10022-2524  
p 212.223.4000 ■ f 212.223.4134  
Taxpayer ID # 52-1150358

June 9, 2010

Easy Street Holding, LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000007  
Invoice: 1329689

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Statement of Account

RE: Financing

Professional Services Rendered Through May 31, 2010	\$120.00
Other Services and Expenses	<hr/> 0.00
 Total Due this Invoice	 <hr/> \$120.00

Statement Number: 1329689  
Page #: 2

**Professional Services:**

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/05/10	S L	Prepare charts for Real Estate Sell out projection for Michael V. Blumenthal.	0.30	72.00
05/11/10	S L	Research for Michael V. Blumenthal regarding Title Insurance policy.	0.20	48.00
<b>Total Professional Services</b>			<b><u>0.50</u></b>	<b><u>\$120.00</u></b>

<b>Name</b>	<b>Rate</b>	<b>Hours</b>	<b>Value</b>
Stella Leung	240.00	0.50	120.00
<b>Total Professional Services</b>		<b><u>0.50</u></b>	<b><u>\$120.00</u></b>



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Taxpayer ID # 52-1150358

June 9, 2010

Easy Street Holding, LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000009  
Invoice: 1329682

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Statement of Account

RE: Bay North Litigation

Professional Services Rendered Through May 31, 2010	\$21,968.00
Other Services and Expenses	<u>3,125.41</u>
<b>Total Due this Invoice</b>	<b><u>\$25,093.41</u></b>

Statement Number: 1329682  
Page #: 2

**Professional Services:**

<b>Date</b>	<b>Initials</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
05/03/10	B Z	Emails with S. Kernisan re: technical issues concerning WestLB production (.1); discussion with S. Kernisan re: same (.2); discussion with M. Blumenthal concerning WestLB production issues (.3); review BayNorth document production (4.1).	4.70	2,632.00
05/03/10	M P	Format and load the Plaintiffs production documents to the production history database.	1.50	420.00
05/04/10	B Z	Conference call with M. Blumenthal and W. Shoaf concerning [REDACTED] (.4); review BayNorth document production (6.3).	6.70	3,752.00
05/04/10	MVB	Office conference with B. Zabarauskas re: discovery issues (.2) and conference call with B. Shoaf re: various witnesses (.2).	0.40	284.00
05/04/10	S K	Prepare documents to be sent to the vendor for Ringtail processing.	0.50	150.00
05/05/10	B Z	Review BayNorth documents	2.80	1,568.00
05/05/10	M P	Search, identify and print out selective documents to pdf and create the Summit Business Services Document CD.	0.50	140.00
05/06/10	B Z	Review BayNorth document production (2.2); discussions with S. Kernisan re: document productions (.3)	2.50	1,400.00
05/06/10	S K	Pull down data from the FTP site and prepare them to be sent to a vendor for processing to Ringtail; receive the process data for QC and then load the data into Ringtail.	2.50	750.00
05/06/10	S L	Reviewed [REDACTED] email with Bruce J. Zabarauskas and arrange for chronological order.	1.30	312.00
05/07/10	S L	Finalized review of [REDACTED] email for Bruce J. Zabarauskas.	0.50	120.00
05/10/10	B Z	E-mails with A. Fiotto re discovery	0.10	56.00
05/10/10	M B	Process and load 2 WLB productions with 1,556 documents and 19,387 pages to Litigation database for per S. Kernisan.	1.50	420.00
05/11/10	B Z	Draft and revise joint motion to amend scheduling order (1.5); e-mails with counsel for BayNorth re: same (.2); discussion with M. Blumenthal re: Wickline deposition (.2); e-mails with WestLB counsel re: discovery requests (.1)	2.00	1,120.00
05/11/10	S K	Prepare opposing counsel's productions for loading into Ringtail; send task request to Technical Services to load the data.	1.00	300.00

Statement Number: 1329682  
Page # 3

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/11/10	M B	Process, OCR and load 59 WLB production documents with 2,821 pages to Litigation database for review per S. Kernisan.	1.00	280.00
05/12/10	B Z	Revisions to Amended Scheduling Order and joint motion in support thereof (.5); e-mails with BayNorth counsel re: same (.1); discussion with M. Blumenthal re: same (.1)	0.70	392.00
05/12/10	MVB	Review Merritt & Harris deposition (1.0); review emails re: revised scheduling order (.2).	1.20	852.00
05/13/10	B Z	Review e-mails from BayNorth counsel re: additional document production (.1); e-mails to Blumenthal and S. Kernisan re: same (.1); finalize motion and stipulation re: discovery (.2); e-mails to K. Cannon re: same (.1).	0.50	280.00
05/13/10	S K	Pull down data from the FTP; QC the data and send a task request to Technical Services to load the data into the database.	1.00	300.00
05/14/10	C C	Complete the load of Bay North document production to network litigation database, including performing quality control, identify and correct discrepancies, create appropriate import program file, transfer metadata information, upload data to firm's server and update index in order to facilitate attorney review.	2.00	560.00
05/24/10	B Z	Review documents produced in discovery	3.70	2,072.00
05/28/10	B Z	Review documents produced in discovery.	2.80	1,568.00
05/30/10	B Z	Review documents produced in discovery.	4.00	2,240.00
<b>Total Professional Services</b>				<b><u>45.40 \$21,968.00</u></b>

Name	Rate	Hours	Value
Michael V. Blumenthal	710.00	1.60	1,136.00
Bruce Zabarauskas	560.00	30.50	17,080.00
Stella Leung	240.00	1.80	432.00
Matthew Brown	280.00	2.50	700.00
Cristhian Cabezas	280.00	2.00	560.00
Serge Kernisan	300.00	5.00	1,500.00
Michael Peloquin	280.00	2.00	560.00
<b>Total Professional Services</b>	<b><u>45.40</u></b>		<b><u>\$21,968.00</u></b>

**Other Services & Expenses:**

Statement Number: 1329682  
Page #: 4

Description	Amount
Comp. Library Research	263.79
Inhouse Duplicating	82.80
Overtime Meals	26.69
Long Distance Telephone	0.47
Express Delivery	237.95
Electronic Discovery	2,513.71
<b>Total Other Services &amp; Expenses</b>	<b><u>\$3,125.41</u></b>



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Taxpayer ID # 52-1150358

June 11, 2010

Easy Street Holding, LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000010  
Invoice: 1329683

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Statement of Account

RE: Other Litigation

Professional Services Rendered Through May 31, 2010	\$48,758.00
Other Services and Expenses	<u>1,198.18</u>
 Total Due this Invoice	 <u>\$49,956.18</u>

Statement Number: 1329683  
Page #: 2

**Professional Services:**

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/06/10	B Z	Review emails relating to Wickline (.5); discussion with M. Blumenthal re: same (.2); discusson sith V. Aria re: same and research (.2)	0.90	504.00
05/06/10	V A	Review Delaware and Utah case and statutory law re breach of fiduciary duty	1.30	513.50
05/07/10	B Z	Review documents relating to David Wickline (2.2); discussion with M. Blumenthal re: same (.3)	2.70	1,512.00
05/07/10	MVB	Office conference with B. Zabarauskas re: documents obtained in discovery and additional causes of action against C. Flint and D. Wickline (.3).	0.30	213.00
05/07/10	V A	Further review Delaware and Utah case and statutory law re breach of fiduciary duty, [REDACTED] and draft summary of law re same (2.8)	2.80	1,106.00
05/10/10	B Z	Draft Wickline complaint (1.9); review research on breach of fiduciary duty claims (1.0)	2.90	1,624.00
05/10/10	V A	Review case law in Delaware, Utah [REDACTED] on [REDACTED] and related doctrines and draft summary of same for B. Zabarauskas	1.90	750.50
05/10/10	S L	Document production for Bruce J. Zabarauskas regarding Easy Street Fiduciary Duty Research.	0.30	72.00
05/11/10	B Z	Draft and revise Wickline complaint.	2.90	1,624.00
05/12/10	B Z	Review research on breach of fiduciary duty.	2.40	1,344.00
05/13/10	B Z	Draft and revise Wickline complaint.	4.80	2,688.00
05/13/10	S L	Office conference with Bruce J. Zabarauskas regarding copy of Motion for Protective Order Stipulated Motion for Approval of Joint Confidentiality Agreement and Entry of Protective Order, reviewed docket sheet in adversary and retrieve copy of same.	0.20	48.00
05/14/10	B Z	Draft and revise Wickline complaint.	0.10	56.00
05/14/10	S M	Researching propriety of moving to modify protective order (2.2); drafting memo re: same (1.0).	3.20	1,376.00
05/16/10	B Z	Draft complaint against Wickline, Flint and BayNorth entities.	2.00	1,120.00
05/17/10	B Z	Draft and revise breach of fiduciary duty complaint (2.7); review BayNorth production of documents (2.0).	4.70	2,632.00

Statement Number: 1329683  
Page # 3

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/17/10	MVB	Review and revise draft complaint against Wickline, Flint and Bay North (.7); telephone call with B. Zabarauskas re: same (.3); review underlying documents re: same (.5).	1.50	1,065.00
05/17/10	V A	Confer with M. Blumenthal re objection to claim (0.2); review case and statutory law re faithless servant doctrine as applied to agents and partnerships (2.4)	2.60	1,027.00
05/17/10	S L	Research for confidential agreements for Michael V. Blumenthal.	0.20	48.00
05/17/10	S L	Retrieve copies of D. Wickline's Bated stamped emails and attachments to Michael V. Blumenthal and Bruce J. Zabarauskas.	0.50	120.00
05/18/10	B Z	Review documents relating to Wickline.	6.20	3,472.00
05/18/10	MVB	Office conference with B. Zabarauskas and V. Arias to review research on [REDACTED] and [REDACTED] issues (.3); review case law re: same (.3).	0.60	426.00
05/18/10	V A	Further review of case law re [REDACTED] (.5); confer with M. Blumenthal and B. Zabarauskas re same in preparation for complaint (0.5)	1.00	395.00
05/19/10	B Z	Discussion with M. Blumenthal and V. Arias concerning breach of fiduciary duty issues (.4); revisions to Wickline complaint (3.4)	3.80	2,128.00
05/19/10	MVB	Review documents and research re: suit against Wickline, Flint and Bay North.	0.50	355.00
05/20/10	B Z	Discussion with S. Maswoswe re: confidentiality agreement with BayNorth (.2); review confidentiality agreement re: issues (.2); revisions to complaint (2.9).	3.30	1,848.00
05/21/10	B Z	Revisions to complaint for breach of fiduciary duty (2.7); review BayNorth document production (3.0); review S. Maswoswe memo re: modification of confidentiality status on documents (.3).	6.00	3,360.00
05/21/10	S M	Editting and reviewing proposed complaint re: breach of fiduciary duty.	1.00	430.00
05/24/10	B Z	Revise Wickline complaint.	3.80	2,128.00
05/25/10	B Z	Revisions to breach of fiduciary duty complaint (3.7); compile exhibits for same; discussion with K. Cannon re: filing documents under seal (.2); discussion with M. Blumenthal re: strategy (.4); discussion with V. Arias re: damages issue (.2); prepare email to A. Fiotto re: request to eliminate confidential designation of certain documents (.2); review documents for additional facts (2.0)	6.70	3,752.00

Statement Number: 1329683  
Page # 4

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/25/10	MVB	Review and revise complaint vs. Wickline, Flint and Bay North (.8); office conference B. Zabarauskas re: same (.3); telephone call with B. Shoaf re: same (.2); telephone call with K. Cannon re: strategy (.1).	1.40	994.00
05/25/10	V A	Review complaint re disgorgement of claims and confer with B. Zabarauskas re same	1.20	474.00
05/25/10	S L	Research for Development agreement for Bruce J. Zabarauskas (.10); prepare exhibits a thru n with Bruce J. Zabarauskas (.40).	0.50	120.00
05/26/10	B Z	Discussion with K. Cannon re: filing motion under seal (.2); discussions with M. Blumenthal re: same (.4); revise breach of fiduciary duty complaint against Wickline and BayNorth (3.3); draft and revise motion for relief from confidentiality agreement (1.8); redact complaint for breach of fiduciary duty for filing (.5)	6.20	3,472.00
05/26/10	MVB	Review and finalize complaint vs. Wickline, Flint and Bay North (.8); office conference with B. Zabarauskas re: same (.3); review and revise motion to unseal confidential documents (.4).	1.50	1,065.00
05/26/10	V A	Review case law re [REDACTED] under Utah law (2.0); draft summary of same for B. Zabarauskas (.6)	2.60	1,027.00
05/27/10	B Z	Revisions to motion to modify confidentiality agreement (2.1); revisions to motion to seal motion to modify confidentiality agreement (.5); final revisions to complaint (.5); discussions with K. Cannon re: filing same (.2); discussion with M. Blumenthal re: strategy (.5),	3.80	2,128.00
05/27/10	MVB	Review and revise motion for relief from confidentiality agreement (.4); office conference with B. Zabarauskas re: same (.2); final revisions to complaint against Wickline, flint and Bay North (.5); office conference with B. Zabarauskas re: same (.2) and telephone calls with B. Shoaf re: same (.3).	1.60	1,136.00
05/28/10	B Z	Research re: service address for C. Flint (.3); discussion with M. Blumenthal re: service issues and strategy (.3); email exchange with A. Fiotto re: acceptance of service (.1)	0.70	392.00
05/28/10	MVB	Office conference with B. Zabarauskas re: service and strategy concerning lawsuit vs. Wickline, Flint and Bay North.	0.30	213.00

**Total Professional Services** **90.90** **\$48,758.00**

Statement Number: 1329683  
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Name	Rate	Hours	Value
Michael V. Blumenthal	710.00	7.70	5,467.00
Bruce Zabarauskas	560.00	63.90	35,784.00
Vivian Arias	395.00	13.40	5,293.00
Shamiso Maswoswe	430.00	4.20	1,806.00
Stella Leung	240.00	1.70	408.00
<b>Total Professional Services</b>	<b><u>90.90</u></b>		<b><u>\$48,758.00</u></b>

**Other Services & Expenses:**

Description	Amount
Comp. Library Research	1,185.38
Inhouse Duplicating	12.80
<b>Total Other Services &amp; Expenses</b>	<b><u>\$1,198.18</u></b>



590 Madison Avenue, 20<sup>th</sup> Floor, New York, NY 10022-2524  
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Taxpayer ID # 52-1150358

June 11, 2010

Easy Street Holdihng, LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000012

Invoice: 1329684

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Statement of Account

RE: Reorganization Plan/Disclosure Statement

Professional Services Rendered Through May 31, 2010	\$61,493.00
Other Services and Expenses	<u>169.59</u>
Total Due this Invoice	<u>\$61,662.59</u>

Statement Number: 1329684  
Page #: 2

**Professional Services:**

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/03/10	S E	Conf with M. Blumenthal re plan supplement (.1)	0.10	56.00
05/03/10	MVB	Telephone calls with K. Sallinger (.3), B Shoaf (.8) and K. Cannon (.3) re: negotiations with [REDACTED], plan process and strategy; telephone call with D. Leta re: LOI, Employment Agreement and plan process (.5); review revised LOI (.3); office conference with S. Eichel re: plan supplement (.1); review revised POC summaries from B. Shoaf (.2).	2.50	1,775.00
05/04/10	S E	Conf with M. Blumenthal re plan supplement (.1); draft, review and revise plan supplement, including review of contracts (.9); draft email to M. Soto re information re executory contracts (.2); tel conf with M. Soto re plan supplement and executory contracts (.1).	1.30	728.00
05/04/10	B Z	Conference call with M. Blumenthal, K. Cannon and D. Thronsdson re: valuation (.5); discussion with M. Blumenthal re: same and strategy relating to confirmation (.3).	0.30	168.00
05/04/10	MVB	Conference call with P. Thronsdson, K. Cannon, B. Zabarauskas re: appraisal issues at confirmation hearing (.7); followup with K. Cannon and B. Zabarauskas (.5); voice mail with R. Havel re: status (.1); review and comment on LOI with Vision (.5); email to client and K. Cannon re: same (.3); review and comment on Employment Agreement (.8); email to client and K. Cannon re: same (.2); telephone call with D. Leta re: LOI, Employment Agreement and issues re: confirmation process (.3); telephone call with B. Dorsey re: negotiations of LOI (.2); numerous telephone calls with B. Shoaf re: all of foregoing (.8); review and revise schedules concerning unit sales (.4); conference call with K. Cannon and L. Jenkins re: status of negotiations with plan funder and plan process (.3).	5.10	3,621.00
05/05/10	S E	Work on executory contract exhibit to plan supplement (.4); confs with S. Leung re executory contract exhibit to plan supplement (.2); tel conf with M. Soto re executory contracts to be assumed for plan supplement (.1); review email from M. Soto re executory contract information for plan supplement (.1).	0.80	448.00
05/05/10	MVB	Review and revise redrafts of LOI and Employment Agreement to finalize execution copies (.8); telephone calls with B. Shoaf (.6) and D. Leta (.5) and K. Cannon (.2) re: same; telephone calls with K. Sallinger (.2) and B. Shoaf (.3) re: revised Unit sale schedules/projections and review same (.3).	2.90	2,059.00

Statement Number: 1329684  
Page # 3

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/05/10	S L	Updated incoming ballots to ballot chart (.20); prepare exhibit to Plan supplement for S. Eichel related to Executory Contracts and lease (.50); revisions to same (.20).	0.90	216.00
05/06/10	S E	Draft, review and revise cure amount chart for plan supplement and review relevant documentation in connection therewith (1.5); confs with S. Leung re revisions to cure amount chart (.2); draft email to M. Soto and B. Shoaf re cure amount chart in connection with plan supplement (.8); analyze executory contract issues in connection with plan supplement (.8); review W. Shoaf's emails re rejection of Small Luxury Hotels contract and analyze issues related thereto (.4); conf with M. Soto re revisions to cure amount chart and outstanding issues that need to be resolved (.2); review and revise plan supplement (.2); conf with M. Blumenthal re plan supplement (.1); draft email to M. Blumenthal re revised plan supplement (.1); draft emails to W. Shoaf re analysis of agreement with Small Luxury Hotels (.4); analyze executory contract issue with respect to agreement with Small Luxury Hotels of the World Limited (SLH) (.3); tel conf with M. Blumenthal re executory contract issues (.3); review list of contracts to determine executory contracts to be assumed (.8); draft email to W. Shoaf and M. Soto re executory contracts to be assumed (.4).	6.50	3,640.00
05/06/10	MVB	Preparation of Funding Agreement (1.5); telephone call with L. Jenkins re: plan negotiations and WestLB (.3); telephone call with K. Cannon re: plan issues, strategy and potential adjournment and procedural issues relative to same (.4); conference calls with B. Shoaf, P. Smith and K. Cannon re: strategy with WestLB and plan funder (1.4); telephone call with K. Sallinger re: Accelerated Marketing proposal (.2); review final proposal by Accelerated Marketing (.8); spreadsheets for B. Shoaf re: realization on sale of units (.3); telephone call with R. Havel re: LOI from plan funder and issues for meeting with WestLB on Friday (.3); telephone calls with d. Leta re: issues to resolve with plan funder, due diligence requests and liquor license issues and funding Agreement (.4); office conference with S. Eichel re: plan supplement (.2).	5.80	4,118.00

Statement Number: 1329684  
Page # 4

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/07/10	S E	Work on coordinating the preparation of documents for meeting to discuss plan (.1); conf with S. Leung re revisions to executory contract list (.1); conf with M. Blumenthal re status and strategy and executory contract issues (.2); tel conf with M. Soto re executory contracts to be assumed and assigned (1.0); analyze issues and relevant documents re executory contracts to be assumed and assigned (.6); review and revise chart setting forth executory contracts to be assumed and assigned (.8); draft several emails to D. Leta re executory contracts to be assumed and assigned and the actual contracts themselves (.5); draft email to M. Soto re list of executory contracts that she needs to obtain (.1); review emails from M. Soto re (i) ownership of vans in connection with determining whether agreement is a financing agreement or an executory contract and (ii) Aetna in connection with executory contract chart for plan supplement (.1).	3.50	1,960.00
05/07/10	MVB	Draft Funding Agreement (1.4); telephone call and emails with K. Cannon re: exclusivity and committee's position (.2); review list of executory contracts and plan supplement (.2); office conference with S. Eichel re: same (.2).	2.00	1,420.00
05/07/10	S L	Assist E. Eichel regarding coordination of cure amount backups via PDF format (.30); updated and revisions to exhibit to Plan supplements (.90).	1.20	288.00
05/10/10	S E	Review emails from M. Soto re executory contracts in connection with assuming and assigning these contracts under plan (.1); draft email to M. Soto re Par Miller contract in connection with assuming and assigning same (.1); draft email to D. Leta re sending him ADT Security contract to be assumed and assigned under plan (.1); draft email to plan funder's counsel (David Leta) re AMEX (.1); review West LB's objection (and declaration in support thereof and related exhibits) to debtor's motion to extend exclusivity (.5).	0.90	504.00
05/10/10	MVB	Redraft Funding Agreement (1.0) and review WestLB objection to exclusivity (.5); telephone call with B. Shoaf re: same and counter affidavit (.3).	1.80	1,278.00

Statement Number: 1329684  
Page # 5

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/11/10	S E	Conf with M. Blumenthal re reply to objection to motion to extend exclusivity (the "Reply") (.2); draft, review and revise Reply (2.2); conf with M. Blumenthal re Shoaf declaration (.1); review spreadsheet re budget and forecast in connection with response to objection to motion to extend exclusivity (.2); tel conf with W. Shoaf re spreadsheet (.1); tel conf with W. Shoaf re his declaration in response to WestLB's objection (.1); tel conf with K. Cannon re timing to file reply and motion to extend various plan related deadlines (.1); analyze issues re Shoaf's declaration in connection with exclusivity motion (.2); draft declaration of William Shoaf in support of motion to extend exclusivity and review related court papers and budgets in connection therewith (1.8); review ex parte motion re continuing plan related deadlines (.2); tel conf with K. Cannon re ex parte motion to continue plan related deadlines (.1); review and revise Shoaf declaration (.2); draft email to W. Shoaf re his declaration in support of exclusivity motion (.1).	5.60	3,136.00
05/11/10	MVB	Review, redraft and comment on several drafts of Funding Agreement (3.2); telephone calls with D. Leta (.8), B. Shoaf (.7) and K. Cannon (.3) re: same; office conferences with S. Eichel re: redrafts and conforming comments (.6); review order adjourning confirmation (.3) and telephone calls with K. Cannon re: same for adjourned dates and strategy (.4); review committee and Jacobsen objection to exclusivity (.3); draft and revise reply and Shoaf Reply Declaration to WestLB and Committee objections to extension of exclusivity (.8); office conferences with S. Eichel re: same (.4); telephone calls with B. Shoaf re: declaraticn and supporting cash proformas (.4); telephone call with L. Jenkins re: resolution of objection and status of signing funding agreement (.3).	8.50	6,035.00
05/12/10	S E	Draft email to M. Blumenthal re revisions to reply in support of motion to extend the exclusive periods (.1); review emails from M. Blumenthal re funding agreement and coordinating execution of same (.1); conf with M. Blumenthal re funding agreement (.1); review email from K. Cannon re escrow agreement (.1); review (i) email from D. Leta re revisions to funding agreement and (ii) revised funding agreement (.2); draft email to K. Cannon re inquiry re revised funding agreement (.1); review email from D. Leta re escrow agreement (.1); tel conf with K. Cannon re revisions to funding agreement (.1); draft email to D. Leta re revised funding agreement (.1); tel conf with K. Cannon and D. Leta re funding agreement (.1); tel conf with K. Cannon re reply in support of motion to extend exclusivity (.1); review email from K. Cannon re motion to extend plan related deadlines (.1); tel conf with K. Cannon re filing reply in support of motion to extend exclusivity (.1); review emails from D. leta re funding agreement (.2).	1.60	896.00

Statement Number: 1329684  
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<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/12/10	MVB	Begin revisions to plan (1.0); telephone calls with B. Shoaf (.3), D. Leta (.2) and K. Cannon (.3) re: negotiations and changes to Funding Agreement with SLH; review pleadings and prepare for motion to extend exclusivity and telephone call with K. Cannon re: same (.2); review payment request (.2); review final comments to Funding Agreement (.3).	2.50	1,775.00
05/13/10	S E	Tel conf with K. Cannon re filing reply in support of exclusivity motion and status of negotiations with plan funder (.1); review email from K. Cannon re exclusivity motion (.1); work on issues re documents for plan supplement (.2); review proposed escrow instructions (.2); draft email to K. Cannon re proposed escrow instructions (.1); review emails from M. Blumenthal re funding agreement (.1); tel conf with M. Blumenthal re revisions to funding agreement (.1); tel conf with M. Blumenthal and K. Cannon re funding agreement and escrow agreement (.1); review various emails from K. Cannon, M. Blumenthal and D. Leta re plan funding agreement, escrow agreement and escrow instructions (.2); review email from W. Shoaf re: funding agreement and escrow agreement (.1)	1.30	728.00
05/13/10	MVB	Review final comments to Funding Agreement with SLH (.3); telephone calls with K. Cannon (.3) and B. Shoaf (.4) re: finalization and execution of same.	1.00	710.00
05/14/10	MVB	Prepare for (.3) and attend (telephonically) hearing to extend exclusivity (.8); follow up telephone calls with B. Shoaf (.3) and K. Cannon (.2) re: same and strategy.	1.60	1,136.00
05/17/10	S E	Prepare form of confidentiality agreement to send to WestLB (.2); draft email to M. Blumenthal re confidentiality agreement (.1); review executory contract chart for plan supplement (.1); draft email to M. Blumenthal re executory contract chart (.1); review form of exclusivity order (.1); review emails from M. Blumenthal re potential WestLB proposal (.1)	0.70	392.00
05/17/10	MVB	Telephone calls with D. Leta (.3) and B. Shoaf (.4) re: status and strategy of term sheets between plan funder and WestLB; telephone calls with B. Shoaf re: alternative strategies (.4); telephone call with R. Havel re: status of WestLB response to plan term sheets and alternatives (.3).	1.40	994.00
05/18/10	MVB	Review counter proposal from WestLB re: SLH plan proposal (.3); telephone call with K. Cannon re: same and strategy (.2); telephone call with B. Shoaf re: same and strategy re: same (.4); telephone call with D. Leta re: same and response (.3); draft response to WestLB and mark up the WestLB counter proposal (.5); email to D. Leta, E. Bailey, [REDACTED] B. Shoaf and K. Cannon re: same (.2)	1.90	1,349.00

Statement Number: 1329684  
Page # 7

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/19/10	S E	Draft email to M. Soto re obtaining information for list of executory contracts to be assumed (.1); review response from M. Soto re same (.1).	0.20	112.00
05/19/10	MVB	Emails with E. Bailey (.2); emails and telephone calls with D. Leta (.8); review and revise counterproposal from SLH to WesLB (.7); conference call with B. Shoaf, P. Smith, K. Sallinger, J. Blatt and K. Cannon re: status, alternatives and strategy (1.0); telephone call with K. Cannon re: follow up (.3); telephone call with B. Shoaf re: follow up and strategy (.6).	3.60	2,556.00
05/20/10	MVB	Telephone calls with R. Havel re: status of negotiations with [REDACTED] and potential for WestLB funded plan (.3); telephone calls with B. Shoaf (.8) and K. Cannon (.6) re: status and strategy re: foregoing; telephone calls with D. Leta re: status of [REDACTED] counter-proposal (.4).	2.10	1,491.00
05/21/10	S E	Tel confs with M. Blumenthal re Shoaf employment agreement (.4); review and revise Shoaf employment agreement (.8); draft email to R. Havel re proposed employment agreement (.1); review email from R. Havel re Shoaf employment agreement (.1)	1.40	784.00
05/21/10	MVB	Prepare employment agreement for Shoaf in connection with a WestLB funded plan (2.5); telephone call with B. Shoaf re: same and strategy (.6); conference call with B. Shoaf and S. Eichel to redraft same (.4); telephone call with R. Havel re: issues concerning a WestLB Funded Plan (.4); review email from K. Cannon re: WestLB requests concerning discovery and related matters re: a West LB funded plan (.2); telephone all with K. Cannon re: same (.3); telephone call with L. Jenkins re: status of case (.3); telephone call with D. Leta re: status of [REDACTED] Funding Agreement (.2).	4.90	3,479.00
05/23/10	MVB	Review email from R. Havel concerning various issues re: the plan process (.2); conference call with B. Shoaf and K. Cannon to discuss same and strategy (.8); prepare email response to R. Havel's questions (.3).	1.30	923.00
05/24/10	S E	Review WestLB's proposed plan of reorganization (.5); conf with M. Blumenthal re same (.1); tel conf with M. Blumenthal re WestLB's plan and claims asserted against Partners (.1); review Gateway proof of claim in connection with drafting email to R. Havel and May 19th order re Gateway's claim (.1); draft email to R. Havel re class 4 claims and Gateway's claims (.2); draft email to R. Havel re executory contracts to be assumed under plan (.1); draft email to M. Soto re Alliance Broad Group agreement in connection with determining whether it is to be assumed (.1).	1.20	672.00

Statement Number: 1329684  
Page # 8

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/24/10	MVB	Review emails from B. Shoaf re: liquor licenses (.2); telephone calls with B. Shoaf (.2) and K. Cannon (.3) re: same; review plan proposed by WestLB (1.4); telephone calls email to R. Havel re: same (.3).	2.40	1,704.00
05/24/10	S L	Retrieve copy of latest Disclosure Statement for S. Eichel (.10); Reviewed docket for Gateway Order, retrieval of same (.10); retrieve copies of Gateway Proof of Claim and amended Proof of Claim for S. Eichel (.20).	0.40	96.00
05/25/10	S E	Work on issues re plan supplement (.2); review email from M. Blumenthal re joint plan received from WestLB (.1); review and analyze joint plan (1.6); tel conf with M. Blumenthal and R. Havel re plan of reorganization and Shoaf employment agreement (.4); conf with M. Blumenthal re joint plan and terms of employment agreement (.8); revise proposed joint plan (.9); draft email to R. Havel re comments to proposed joint plan (.1); conf with M. Blumenthal re plan supplement (.1); review and analyze email from R. Havel re comments to proposed plan (.2); draft proposed response to R. Havel to his email regarding proposed revisions to plan (.4); tel conf with M. Blumenthal re proposed response to R. Havel's email to our comments to joint plan (.2); review email from K. Cannon's re Jacobsen's comments to proposed plan (.1); review email from M. Soto re Alliance Abroad Agreement (.1)	5.20	2,912.00
05/25/10	MVB	Review Havel's response to comments to Plan (.2); telephone call with S. Eichel (.2) and draft response (.2); review Havel's response to proposal for Employment Agreement (.2); telephone call with B. Shoaf re: same (.3); telephone call with R. Havel re: same and our reply (.3); draft reply (.4); review and revise draft WestLB/Jt. Plan (1.3); office conference with S. Eichel re: same (.8); telephone call with B. Shoaf (.2) and K. Cannon (.2) re: same; telephone calls with R. Havel re: same, plan supplement and Shoaf employment agreement (.3); email to R. Havel re: counterproposal re: Shoaf employment agreement (.5); telephone call with B. Shoaf re: same (.3); telephone call with L. Jenkins re: update (.2).	5.60	3,976.00
05/26/10	S E	Email to R. Havel re response to his email re our comments to plan (.2); review M. Blumenthal's email to R. Havel re plan and disclosure statement (.1; conf with M. Blumenthal re plan supplement (.1); review proposed comments to plan supplement (.1); review and revise plan supplement (.6); tel conf with M. Blumenthal, R. Havel and A. Jennings (and K. Cannon for part of call) re status of joint plan and extension of various deadlines and what needs to be done (.4); tel conf with M. Blumenthal and K. Cannon re status, potential alternate dates for confirmation hearing and liquor license issues (.2); review letter from SkY Lodge Holdigns re fundign agreement (.1)	1.80	1,008.00

Statement Number: 1329684  
Page # 9

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/26/10	MVB	Conference call with R. Havel, A. Jarvis and K. Cannon re: issues concerning joint plan and delay in Germany and adjournment of confirmation hearing and other dates (.4); conference call with B. Shoaf and K. Cannon re: same (.3); review letter from SLH terminating funding agreement (.1) and email/telephone call to B. Shoaf re: same (.1); review and revise plan supplement (.3) and office conference with S. Eichel re: same (.1).	1.30	923.00
05/27/10	MVB	Attend telephonic hearing to extend exclusivity and adjourn confirmation hearing and related dates (.8); telephone call with K. Cannon re: same in preparation for hearing (.2); telephone call with B. Shoaf re: new dates and issues concerning same (.3).	1.30	923.00
05/27/10	S L	Prepare service list and updated service list (.60); prepare mailing labels and envelopes for mailing (.70); Prepare Notice for of Entry of Order Approving Disclosure Statement, Confirming Debtors' Original Joint Plan of Liquidation for service on entire service list (.80).	2.10	504.00

**Total Professional Services** 96.50 \$61,493.00

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Value</u>
Michael V. Blumenthal	710.00	59.50	42,245.00
Steven Eichel	560.00	32.10	17,976.00
Bruce Zabarauskas	560.00	0.30	168.00
Stella Leung	240.00	4.60	1,104.00

**Total Professional Services** 96.50 \$61,493.00

**Other Services & Expenses:**

<u>Description</u>	<u>Amount</u>
Administrative overtime	157.50
Long Distance Telephone	12.09

**Total Other Services & Expenses** \$169.59



590 Madison Avenue, 20<sup>th</sup> Floor, New York, NY 10022-2524  
p 212.223.4000 • f 212.223.4134  
Taxpayer ID # 52-1150358

June 9, 2010

Easy Street Holding, LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000014  
Invoice: 1329686

---

Statement of Account

RE: Retention/Fee Matters

Professional Services Rendered Through May 31, 2010	\$23,270.00
Other Services and Expenses	<u>1.88</u>
Total Due this Invoice	<u>\$23,271.88</u>

Statement Number: 1329686  
Page #: 2

**Professional Services:**

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/03/10	S E	Review email from K. Cannon re requirements for filing interim fee application (.1); conf with S. Leung re gathering information for second interim fee application (.1)	0.20	112.00
05/03/10	S L	Office conference with S. Eichel regarding 2nd fee application of Crowell & Moring LLP; retrieve copies of monthly interim fee applications from January thru March for same.	0.40	96.00
05/06/10	S L	Prepare copies of monthly interim reports from January to March 2010 for Eichel for fee application.	0.30	72.00
05/09/10	S E	Commence drafting second interim fee application (.8)	0.80	448.00
05/10/10	S E	Conf with S. Leung re drafting second interim fee application (.1)	0.10	56.00
05/10/10	S L	Office conference with S. Eichel regarding second fee application, draft copy of same, reviewed January, February and March 2010 fees and disbursements, prepare chart of same and breakdown of same for 2nd interim fee application.	3.80	912.00
05/11/10	S L	Office conferences with Michael V. Blumenthal regarding 6th Monthly interim fee application (.50), prepare charts for same (.70); revisions to same (.30); prepare same for filing and serving same via regular mail on interested parties (.80).	2.30	552.00
05/11/10	S L	Continue to work on 2nd interim fee application exhibits.	0.80	192.00
05/12/10	S E	Tel conf with S. Leung re interim fee application (.1); draft second interim fee application (1.2); draft email to S. Barth re gathering information for second interim fee application (.1).	1.40	784.00
05/13/10	S E	Review email from S. Barth re information for fee application (.1); draft, review and revise second interim fee application (1.4)	1.50	840.00
05/13/10	S E	Continue drafting second interim fee application, including review of filed monthly fee requests (1.4)	1.40	784.00
05/13/10	S L	Continue to prepare exhibits to 2nd interim fee application of Crowell & Moring LLP with S. Eichel.	3.80	912.00
05/14/10	S E	Work on second interim fee application (.5)	0.50	280.00
05/14/10	S L	Office conferences with Susan Barth regarding Attorneys fees and Hours for 2nd interim fee application (.10), office conference with Steve Eichel regardin exhibits and chart to fee application (.10); revisions to exhibits (.3).	0.40	96.00
05/16/10	S E	Draft, review and revise fee application (2.4)	2.40	1,344.00

Statement Number: 1329686  
Page # 3

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/17/10	S E	Draft, review and revise second interim fee application	0.40	224.00
05/17/10	S L	Reviewed and revised charts for Fee application, finalized charts for fee application.	4.80	1,152.00
05/18/10	S L	Work on fee application and exhibits.	3.50	840.00
05/20/10	S E	Draft, review and revise second interim fee application	1.20	672.00
05/20/10	MVB	Review fee application of Jones Waldo for March.	0.20	142.00
05/20/10	S L	Office conference with Michael V. Blumenthal regarding March and April fees for C&M and various other firms (.10); reviewed docket sheet for same (.20).	0.30	72.00
05/21/10	S E	Draft, review and revise second interim fee application (2.8)	2.80	1,568.00
05/22/10	S E	Draft, review and revise second interim fee application (2.4)	2.40	1,344.00
05/23/10	S E	Draft, review and revise second interim fee application (1.8)	1.80	1,008.00
05/24/10	S E	Review and revise fee application (3.8); conf with S. Leung re revisions to fee application (.1)	3.90	2,184.00
05/24/10	MVB	Review and revise second interim fee application (.8); office conference with S. Eichel re: same (.3); review correspondence from R. Havel re: WestLB fees (.1); email to B. Shoaf re: payment of March fees for debtor professionals, committee and WestLB (.1).	1.30	923.00
05/24/10	S L	Office conference with S. Eichel regarding hours for attorneys on 2nd Fee application (.3); updated charts with revisions (2.20).	2.50	600.00
05/25/10	S E	Conf with M. Blumenthal re second interim fee application (.2); review and revise second interim fee application (2.0)	2.20	1,232.00
05/25/10	MVB	Review and revise second interim fee application (1.0); office conferences with S. Eichel re: same (.2).	1.20	852.00
05/25/10	S L	Office conference with Michael V. Blumenthal regarding April 2010 time (.10), prepare chart of April 2010 of Crowell & Moring LLP, Jones Waldo and Durham Jones (.30).	0.40	96.00
05/25/10	S L	Prepare exhibits to fee application with S. Eichel (.60); retrieve copy of monthly fee procedure order for S. Eichel (.10); assist S. Eichel with fee application and related information (1.30).	2.00	480.00
05/26/10	S E	Review and revise fee application (.2); work on issues re disbursements in connection with fee application (.3)	0.50	280.00
05/26/10	S L	Meetings with S. Eichel regarding fee application exhibits (.40), meeting with M. Blumenthal and S. Eichel and S. Barth regarding disbursements and related (.50).	0.90	216.00

Statement Number: 1329686  
Page # 4

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/27/10	S L	Office conference with S. Eichel and Michael V. Blumenthal regarding the backup to the expenses for this period (.30), office conferences with S. Barth regarding same (.20).	0.50	120.00
05/28/10	S E	Review and revise fee application (1.6); tel confs with S. Leung re fee application (.2); confs with M. Blumenthal re finalizing fee application (.3); tel conf with J. Peterson re filing and service of fee application and hearing date (.2)	2.30	1,288.00
05/28/10	MVB	Review, revise and finalize C&M second interim fee application (.4) and office conference with S. Eichel re: same (.3).	0.70	497.00
<b>Total Professional Services</b>				<b><u>55.90</u> <u>\$23,270.00</u></b>

<b>Name</b>	<b>Rate</b>	<b>Hours</b>	<b>Value</b>
Michael V. Blumenthal	710.00	3.40	2,414.00
Steven Eichel	560.00	25.80	14,448.00
Stella Leung	240.00	26.70	6,408.00
<b>Total Professional Services</b>		<b><u>55.90</u></b>	<b><u>\$23,270.00</u></b>

**Other Services & Expenses:**

<b>Description</b>	<b>Amount</b>
Long Distance Telephone	1.88
<b>Total Other Services &amp; Expenses</b>	<b><u>\$1.88</u></b>



590 Madison Avenue, 20<sup>th</sup> Floor, New York, NY 10022-2524  
p 212.223.4000 • f 212.223.4134  
Taxpayer ID # 52-1150358

June 9, 2010

Easy Street Holding, LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000015  
Invoice: 1329687

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Statement of Account

RE: Secured Claims (WestLB)

Professional Services Rendered Through May 31, 2010	\$11,928.00
Other Services and Expenses	<hr/> 2.64
Total Due this Invoice	<hr/> \$11,930.64

Statement Number: 1329687  
Page #: 2

**Professional Services:**

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/03/10	MVB	Review payment requests and telephone call with J. Blatt.	0.30	213.00
05/05/10	MVB	Review emails re: payment requests (.2); telephone call with K. Cannon re: Jacobsen issues on extension of cash collateral stipulation (.1); emails with R. Havel re: meeting to discuss LOI and West LB treatment (.2); review April cash reconciliation (.2) and telephone call with B. Shoaf re: same (.1).	0.80	568.00
05/06/10	MVB	Conference call with [REDACTED] Group and D. Leta, B. Shoaf, P. Smith and K. Cannon re: strategy for meeting with WestLB (.8); followup with B. Shoaf, K. Cannon and P. Smith (.3); prepare materials and outline for presentation for WestLB at Friday's meeting (1.0).	2.10	1,491.00
05/07/10	MVB	Prepare for (1.0) and attend meeting with WestLB, Plan Funder and Debtor, including attorneys and business people (2.2); follow up with B. Shoaf, K. Cannon and BDRC reps (.4); emails and telephone calls with E. Bailey and D. Leta re: followup with WestLB and strategy for meeting on Monday (.4).	4.00	2,840.00
05/10/10	MVB	Prepare for (.6) and meeting with West LB, Debtor and Vision (1.2); telephone call with B. Shoaf re: follow up of WestLB meeting (.3); telephone call with R. Havel re: Plan Funder's proposal (.2).	2.30	1,633.00
05/17/10	MVB	Telephone calls with J. Blatt re: pending cash collateral drawer requests (.3); review backup re: same (.4).	0.70	497.00
05/18/10	MVB	Review requests W, Y & X re: cash collateral stipulation (.3); review emails from B. Ripley re: cash reconciliation (.2); review emails from J. Winikor re: issues concerning same (.2) and several telephone calls with J. Blatt to review same (.4); conference call with R. Havel and J. Blatt re: foregoiing (.8); follow up with J. Blatt and B. Shoaf re: foregoing (.2).	2.10	1,491.00
05/19/10	MVB	Telephone call with J. Blatt (.2) and review follow up report to WestLB (.2); telephone call with R. Havel re: status of SLH negotiations and alternatives (.3).	0.70	497.00
05/20/10	MVB	Review emails re: requests W, X & Y.	0.20	142.00
05/25/10	MVB	Conference call with J. Blatt, R. Havel and J. Winokur re: extension of cash collateral stipulation and reserve in operating account (.3); telephone calls with J. Blatt (.3) and B. Shoaf (.2) re: preparation of June budget for extension of cash collateral stipulation; review June proposed budget (.2).	1.00	710.00

Statement Number: 1329687  
Page # 3

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/26/10	MVB	Telephone call with J. Blatt re: prepare June budget for extension of cash collateral stip (.2); review June budget (.3); telephone call with R. Havel re: extension of cash collateral stip through June (.2); review J. Winikor's comments to budget (.2)	0.90	639.00
05/27/10	MVB	Review extension of stipulation to extend cash collateral and June budget (.4); emails to H. Yang re: same (.1); review request V under cash collateral stipulation (.2) and telephone call with J. Blatt re: same (.2).	0.90	639.00
05/28/10	MVB	Review emails from B. Shoaf re: account balance and drawer requests V and payroll for week of June 1 (.3); telephone calls with J. Blatt (.2) and B. Shoaf (.3) re: same.	0.80	568.00
			<b>Total Professional Services</b>	<b>16.80 \$11,928.00</b>

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Value</u>
Michael V. Blumenthal	710.00	16.80	11,928.00
<b>Total Professional Services</b>		<b>16.80</b>	<b>\$11,928.00</b>

**Other Services & Expenses:**

<u>Description</u>	<u>Amount</u>
Postage	2.64
<b>Total Other Services &amp; Expenses</b>	<b>\$2.64</b>



590 Madison Avenue, 20<sup>th</sup> Floor, New York, NY 10022-2524  
p 212.223.4000 • f 212.223.4134  
Taxpayer ID # 52-1150358

June 9, 2010

Easy Street Holding, LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000020  
Invoice: 1329691

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Statement of Account

RE: Corporate Issues

Professional Services Rendered Through May 31, 2010	\$1,065.00
Other Services and Expenses	<hr/> 0.00
Total Due this Invoice	<hr/> <u>\$1,065.00</u>

Statement Number: 1329691  
Page #: 2

**Professional Services:**

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/24/10	MVB	Review consent and subordination agreements executed by Cloud Nine Resorts Sky Lodge LLC (.8); email to R. Havel re: same (.2); conference call with R. Havel and K. Cannon re: same (.2)	1.20	852.00
05/26/10	MVB	Review email from K. Cannon re: liquor licenses (.1); telephone call with K. Cannon re: issues concerning liquor licenses (.2).	0.30	213.00
<b>Total Professional Services</b>				<b><u>1.50</u>    <u>\$1,065.00</u></b>

<b>Name</b>	<b>Rate</b>	<b>Hours</b>	<b>Value</b>
Michael V. Blumenthal	710.00	1.50	1,065.00
<b>Total Professional Services</b>		<b><u>1.50</u></b>	<b><u>\$1,065.00</u></b>

# EXHIBIT 5



590 Madison Avenue, 20<sup>th</sup> Floor, New York, NY 10022-2524  
p 212.223.4000 ■ f 212.223.4134  
Taxpayer ID # 52-1150358

July 7, 2010

Easy Street Holding, LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000001  
Invoice: 1332168

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Statement of Account

RE: General Advice

Professional Services Rendered Through June 30, 2010	\$0.00
Other Services and Expenses	<u>655.73</u>
Total Due this Invoice	<u>\$655.73</u>

Statement Number: 1332168  
Page #: 2

**Professional Services:**

<b>Total Professional Services</b>	<b><u>0.00</u></b>	<b><u>\$0.00</u></b>
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**Other Services & Expenses:**

<b>Description</b>	<b>Amount</b>
Comp. Library Research	31.10
Inhouse Duplicating	29.60
Long Distance Telephone	373.10
Long Distance Telephone	221.93
<b>Total Other Services &amp; Expenses</b>	<b><u>\$655.73</u></b>



590 Madison Avenue, 20<sup>th</sup> Floor, New York, NY 10022-2524  
p 212.223.4000 • f 212.223.4134  
Taxpayer ID # 52-1150358

July 7, 2010

Easy Street Holding, LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000003

Invoice: 1332170

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Statement of Account

RE: Case Administration

Professional Services Rendered Through June 30, 2010	\$1,094.00
Other Services and Expenses	<hr/> 0.00
Total Due this Invoice	<hr/> \$1,094.00

Statement Number: 1332170  
Page #: 2

**Professional Services:**

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/01/10	S E	Conf with S. Leung re updating case calendar based on order extending plan related deadlines (.1); review updated case calendar and draft email to S. leung re same (.1)	0.20	112.00
06/01/10	S L	Updated case calendar with S. Eichel.	0.40	96.00
06/04/10	S L	Retrieve various legal document filed in ESP for Michael V. Blumenthal, coordination of same.	0.30	72.00
06/15/10	S E	Tel conf with J. Devine re contract with Virtuoso and status of case (.2); review email from B. Shoaf re Virtuoso (.1); conf with M. Blumenthal re Virtuoso (.1); draft email to B. Shoaf re Virtuoso (.2)	0.60	336.00
06/30/10	S E	Review email from W. Shoaf re contacting Virtuoso (.1); tel conf with J. Devine (Virtuoso) re Partners' exit from bankruptcy (.2); draft email to J. Devine re Partners' exit from bankruptcy and continuation in directory (.1); review BDRC agreement and conf with M. Blumenthal re same (.2)	0.60	336.00
06/30/10	MVB	Review emails re: liquor license and PR.	0.20	142.00
<b>Total Professional Services</b>				<b><u>2.30</u> <u>\$1,094.00</u></b>

<b>Name</b>	<b>Rate</b>	<b>Hours</b>	<b>Value</b>
Michael V. Blumenthal	710.00	0.20	142.00
Steven Eichel	560.00	1.40	784.00
Stella Leung	240.00	0.70	168.00
<b>Total Professional Services</b>		<b><u>2.30</u></b>	<b><u>\$1,094.00</u></b>



590 Madison Avenue, 20<sup>th</sup> Floor, New York, NY 10022-2524  
p 212.223.4000 • f 212.223.4134  
Taxpayer ID # 52-1150358

July 7, 2010

Easy Street Holding LLC; Easy Street Mezzanine LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Matter: 105773.0000004  
Invoice: 1332171

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Statement of Account

RE: Claims Administration

Professional Services Rendered Through June 30, 2010	\$2,116.00
Other Services and Expenses	<u>0.00</u>
Total Due this Invoice	<u><u>\$2,116.00</u></u>

Statement Number: 1332171  
Page #: 2

**Professional Services:**

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/07/10	S L	Reviewed claims filed in Partners and compare with scheduled amounts (.40), office conference with S. Eichel regarding same (.20); revisions to same (.10).	0.70	168.00
06/07/10	S L	Prepare chart of Partners claims and scheduled amounts.	1.40	336.00
06/08/10	S L	Finalized charts of claims and scheduled amounts.	0.60	144.00
06/16/10	MVB	Telephone calls with B. Ripley and B. Shoaf re: Utah Sales Tax for 2008 (.3); review emails and correspondence re: same (.2); telephone call with C. Craige and email re: same (.2).	0.70	497.00
06/16/10	S L	Prepare copy of general unsecured creditor's list to L. Jenkins.	0.20	48.00
06/17/10	MVB	Review requests for payment of administrative claims filed by Gateway (.3); telephone calls with R. Havel (.2) and B. Shoaf (.3) re: same; emails with L. Jenkins re: unsecured claims (.2); emails re: damage to Room 506 and Jacobsen's responsibility (.3).	1.30	923.00
<b>Total Professional Services</b>				<b><u>4.90</u> <u>\$2,116.00</u></b>

<b>Name</b>	<b>Rate</b>	<b>Hours</b>	<b>Value</b>
Michael V. Blumenthal	710.00	2.00	1,420.00
Stella Leung	240.00	2.90	696.00
<b>Total Professional Services</b>		<b><u>4.90</u></b>	<b><u>\$2,116.00</u></b>



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p 212.223.4000 • f 212.223.4134  
Taxpayer ID # 52-1150358

July 7, 2010

Easy Street Holding, LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000006

Invoice: 1332175

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Statement of Account

RE: Executory Contracts/Leases

Professional Services Rendered Through June 30, 2010	\$355.50
Other Services and Expenses	<u>0.00</u>
 Total Due this Invoice	 <u>\$355.50</u>

Statement Number: 1332175  
Page #: 2

**Professional Services:**

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/15/10	V A	Coordinate with S. Eichel re executory and postpetition leases (0.3); review correspondence with C. Craige and M. Soto (.3); revise list of executory contracts and send same to C. Craige (.3)	0.90	355.50
<b>Total Professional Services</b>			<b><u>0.90</u></b>	<b><u>\$355.50</u></b>

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Value</u>
Vivian Arias	395.00	0.90	355.50
<b>Total Professional Services</b>		<b><u>0.90</u></b>	<b><u>\$355.50</u></b>



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Taxpayer ID # 52-1150358

July 7, 2010

Easy Street Holding, LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000009

Invoice: 1332178

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Statement of Account

RE: Bay North Litigation

Professional Services Rendered Through June 30, 2010	\$7,084.00
Other Services and Expenses	<u>1,124.01</u>
Total Due this Invoice	<u>\$8,208.01</u>

Statement Number: 1332178  
Page #: 2

**Professional Services:**

<b>Date</b>	<b>Initials</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
06/10/10	B Z	Review correspondence re: discovery issues (.1); discussion with M. Blumenthal re: same (.1).	0.20	112.00
06/11/10	B Z	Discussion with [REDACTED] re: additional documents requested.	0.20	112.00
06/11/10	MVB	Office conference with B. Zabarauskas re: status and strategy.	0.30	213.00
06/14/10	B Z	Discussion with M. Blumenthal and W. Shoaf re: BayNorth complaint and document production.	0.30	168.00
06/15/10	B Z	Review documents relating to production and issues raised by BayNorth's counsel concerning production (2.1); draft letter re: same (.5); discussion with M. Blumenthal re: same (.3); discussion with W. Shoaf re: same (.3).	3.20	1,792.00
06/15/10	MVB	Review and revise letter from Bay North counsel and reply with B. Zabarauskas.	0.20	142.00
06/15/10	S M	Research re: discoverability of settlement negotiations.	2.00	860.00
06/18/10	B Z	Email to A. Mohabir re: documents available at warehouse.	0.10	56.00
06/21/10	B Z	Review letter from counsel for BayNorth re: discovery issues (.3); discussion with M. Blumenthal re: same (.2); review produced documents re: same (2.0).	2.50	1,400.00
06/22/10	S M	Research re: issues concerning production of documents by LLC of members concerning settlement negotiations (1.5); drafting write-up re: same (.6).	2.10	903.00
06/23/10	B Z	Review S. Maswoswe memo and case law relating to discovery of settlement discussions.	0.50	280.00
06/23/10	S M	Reviewing discovery letters and research re: production requirements of former counsel.	1.00	430.00
06/24/10	B Z	Revise and finalize to A. Mohabir letter re: discovery issues (.4); discussions with S. Maswoswe re: research supporting same (.2); review case law re: same (.3); discussion with M. Blumenthal re: revisions to Mohabir letter (.2).	1.10	616.00

**Total Professional Services** 13.70 \$7,084.00

Statement Number: 1332178  
Page #: 3

Name	Rate	Hours	Value
Michael V. Blumenthal	710.00	0.50	355.00
Bruce Zabarauskas	560.00	8.10	4,536.00
Shamiso Maswoswe	430.00	5.10	2,193.00
<b>Total Professional Services</b>	<b><u>13.70</u></b>		<b><u>\$7,084.00</u></b>

**Other Services & Expenses:**

Description	Amount
Comp. Library Research	667.41
Electronic Discovery	185.50
Miscellaneous	271.10
<b>Total Other Services &amp; Expenses</b>	<b><u>\$1,124.01</u></b>



590 Madison Avenue, 20<sup>th</sup> Floor, New York, NY 10022-2524  
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Taxpayer ID # 52-1150358

July 7, 2010

Easy Street Holding, LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000010

Invoice: 1332179

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Statement of Account

RE: Other Litigation

Professional Services Rendered Through June 30, 2010	\$4,727.00
Other Services and Expenses	<u>4,343.37</u>
Total Due this Invoice	<u>\$9,070.37</u>

Statement Number: 1332179  
Page #: 2

**Professional Services:**

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/01/10	B Z	Review service copies of complaint to BayNorth entities and Flint (3.); correspondence to A. Fiotto re: same (.2)	0.50	280.00
06/02/10	B Z	Draft letter to be sent in connection with service on Wickline and Wickline entities (.2); prepare spoilation letter to be sent to Wickline's counsel (3.1).	3.30	1,848.00
06/03/10	B Z	Draft, revise and finalize spoilation letters.	3.40	1,904.00
06/04/10	B Z	Discussion with M. Blumenthal and S. Feldman re: status of confirmation.	0.20	112.00
06/10/10	MVB	Office conference with B. Zabarauskas re: service of subpoenas and status.	0.20	142.00
06/23/10	B Z	Discussion with M. Blumenthal re: Wickline request for extension to file answer to complaint and email to K. Cannon re: same.	0.10	56.00
06/24/10	M G	Researched issues relating to breach of fiduciary duty including 10th Circuit..	2.20	385.00
<b>Total Professional Services</b>				<b><u>9.90</u> <u>\$4,727.00</u></b>

<b>Name</b>	<b>Rate</b>	<b>Hours</b>	<b>Value</b>
Michael V. Blumenthal	710.00	0.20	142.00
Bruce Zabarauskas	560.00	7.50	4,200.00
Michael Gordon	175.00	2.20	385.00
<b>Total Professional Services</b>		<b><u>9.90</u></b>	<b><u>\$4,727.00</u></b>

**Other Services & Expenses:**

<b>Description</b>	<b>Amount</b>
Postage	26.46
Comp. Library Research	3,958.45
Inhouse Duplicating	311.40
Long Distance Telephone	1.89
Express Delivery	45.17



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Taxpayer ID # 52-1150358

July 7, 2010

Easy Street Holdihng, LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000012

Invoice: 1332180

---

Statement of Account

RE: Reorganization Plan/Disclosure Statement

Professional Services Rendered Through June 30, 2010	\$113,124.50
Other Services and Expenses	<u>3,344.33</u>
 Total Due this Invoice	 <u>\$116,468.83</u>

Statement Number: 1332180  
Page #: 2

**Professional Services:**

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/01/10	S E	Review order extending plan related deadlines (.1) and office conference with M. Blumenthal re: same (.1).	0.20	112.00
06/01/10	S L	Retrieve copy of order regarding extending time to file plan supplement (.10); retrieve various related document from docket sheet per S. Eichel (.40).	0.50	120.00
06/02/10	MVB	Telephone call with R. Havel re: bank/joint plan (.3); telephone call with B. Shoaf re: status of joint bank plan and strategy (.5).	0.80	568.00
06/03/10	MVB	Telephone call with K. Cannon re: status and strategy (.3); telephone calls with B. Shoaf and P. Smith re: status and strategy for alternative plan (.5); telephone call with L. Jenkins re: status of bank plan and strategy for alternatives (.4); review correspondence from L. Jenkins re: status of bank/joint plan (.2).	1.40	994.00
06/04/10	MVB	Conference call with B. Shoaf, P. Smith and J. Blatt re: alternatives and strategy for alternative plan (.8); conference call with creditors' committee (.6); follow up with B. Shoaf, P. Smith and J. Blatt (.5); telephone call with L. Jenkins (.3); telephone call with R. Havel re: committee position (.2).	2.40	1,704.00
06/07/10	S E	Analyze claims issues in connection with balloting issues (.6); conf with M. Blumenthal re balloting issues (.2); tel conf with M. Blumenthal re status and strategy (.3); tel conf with J. Petersen re ballot issue (.1); draft email to J. Petersen re ballot issue (.1); confs with S. Leung re claims analysis (.2)	1.50	840.00
06/07/10	MVB	Numerous telephone calls with B. Shoaf, P. Smith and K. Sallinger re: potential plan funders (1.4); telephone calls with K. Cannon re: foregoing and strategy (.4); telephone calls and conference calls with L. Jenkins and K. Cannon and M. Johnson re: strategy for call with R. Havel on Tuesday (1.4).	3.20	2,272.00
06/07/10	S L	Updated chart of incoming ballots (.50); revised summary ballot chart per Michael V. Blumenthal (.70); office conference with Michael V. Blumenthal and Steven Eichel regarding same (.30).	1.50	360.00
06/08/10	S E	Work on issues re new term sheets	0.60	336.00

Statement Number: 1332180  
Page # 3

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/08/10	MVB	Conference call with J. Blatt, B. Shoaf, P. Smith re: strategy and status of potential purchasers (1.0); telephone call with B. Dorsey re: [REDACTED] as purchaser (.3); telephone call with K. Sallinger re: same and structure of term sheet (.4); follow up conversation with K. Sallinger (.2); conference call with L. Jenkens, J. Shields, M. Johnson, R. Kirkham, K. Cannon and B. Shoaf re: alternative plan and strategy (2.0); follow up conference call with B. Shoaf, P. Smith, K. Sallinger, J. Blatt and K. Cannon (.7); telephone call with R. Havel re: status of WestLB and setting conference call (.2); telephone call with L. Jenkens re: followup (.2); telephone calls with K. Cannon re: foregoing and strategy (.4); multiple telephone calls with B. Shoaf re: foregoing and strategy (1.2); begin draft of term sheet for use with alternative plan funders (1.0).	7.60	5,396.00
06/09/10	MVB	Conference call with K. Cannon, L. Jenkins and M. Johnson re: status of plan and strategy re: WestLB and alternative plan (1.0); conference call with R. Havel, A. Jarvis, W. Ellis, K. Cannon, L. Jenkins, J. Shields and M. Johnson re: plan negotiations (.8); follow up with K. Sallinger, L. Jenkins and M. Johnson (.3); follow up with B. Shoaf and K. Cannon (.3); draft term sheet for use with alternative plan funders (.8).	3.20	2,272.00
06/10/10	S E	Conf with M. Blumenthal re joint plan (.1); tel conf with M. Blumenthal and K. Cannon re status and strategy (.3); review plan sent by WestLB and compare it to our comments to prior plan (1.2); conf with M. Blumenthal re joint plan with our proposed comments (.5); review and revise joint plan with our comments (.5); draft email to R. Havel and others re debtor's comments to West LB plan, and outstanding issues and comments (.4)	3.00	1,680.00
06/10/10	B Z	Discussion with M. Blumenthal re: plan negotiations.	0.20	112.00
06/10/10	MVB	Conference call with B. Shoaf, P. Smith, K. Cannon re: alternative plan funder, termination of use of cash collateral and strategy (.6); review plan sent by WestLB (1.0); office conference with S. Eichel re: comments and conversation into joint plan (.8); review redrafted joint plan (1.2); review email from R. Havel re: exclusivity and issues surrounding joint plan for Friday's hearing (.2); telephone call with R. Havel re: same (.2).	4.00	2,840.00
06/11/10	S E	Conf with M. Blumenthal re status and strategy re plan (.2); confs with M. Blumenthal re voting (.2); analyze voting issue (.2); tel conf with M. Blumenthal, B. Shoaf, P. Smith. and plan funder re alternatives to fund the plan (1.0) tel conf with M. Blumenthal and B. Shoaf re status and strategy re alternatives (.2); review emails from K. Cannon re (i) Virtuoso agreement and (ii) exclusivity (.1)	1.80	1,008.00

Statement Number: 1332180  
Page # 4

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/11/10	MVB	Telephone calls with B. Shoaf, P. Smith and K. Cannon re: status of negotiations for joint plan and strategy for hearing on exclusivity (1.0); telephone call with B. Shoaf and P. Smith re: negotiations with alternate plan funder and strategy (.7); conference call with [REDACTED], B. Shoaf and P. Smith re: funding plan (1.4); attend, by telephone, hearing to extend exclusivity and status conference (1.0).	4.10	2,911.00
06/12/10	MVB	Prepare for (.3) and attend conference call with R. Havel, B. Ellis, L. Jenkins and M. Johnson re: negotiation of joint plan (1.3); follow up call with B. Shoaf re: status and strategy (.5).	2.10	1,491.00
06/13/10	MVB	Telephone call with R. Havel re: negotiation of joint plan and related issues (.4); telephone call with B. Shoaf re: same (.3).	0.70	497.00
06/14/10	S E	Review W. Shoaf's email re ballot (.1); draft email to S. Leung re same (.1); review and comment on joint plan of reorganization (1.8); conf with M. Blumenthal re joint plan (.5); revise WestLB's proposed joint plan (.9); draft email to C. Craige (WestLB's counsel) and others re comments to plan (.2); review C. Craige's email re plan supplement (.1); draft email to M. Soto and W. Shoaf re plan supplement (.1); review email from W. Shoaf re plan supplement (.1); draft email to C. Craige in response to her email re plan supplement (.1); conf with M. Blumenthal and B. Zabarauskas re WestLB's proposals re structuring certain plan provisions (.3); review email from M. Soto re executory contracts (.1); review various emails from M. Johnson, L. Jenkins, M. Blumenthal and K. Cannon re comments to plan (.2); work on issues re executory contracts for plan supplement (1.2); review various emails from M. Soto contracts (.2); tel conf with L. Jenkins and M. Blumenthal re plan (.2)	6.20	3,472.00
06/14/10	B Z	Conference with M. Blumenthal and S. Eichel re: restructuring issues.	0.50	280.00
06/14/10	MVB	Conference call with B. Zabarauskas and S. Eichel re: structure of joint plan (.5); office conference with S. Leung re: ballot chart (.3); telephone call with L. Jenkins re: issues concerning joint plan (.2).	1.00	710.00
06/14/10	S L	Updated ballots charts regarding corrected ballots per S. Eichel (.30); Office conferences and meetings with Michael V. Blumenthal regarding ballots and charts (.30); updated charts per Michael V. Blumenthal (.40); telephone call to W. Shoaf regarding original ballots (.10).	1.10	264.00

Statement Number: 1332180  
Page # 5

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/15/10	S E	Review emails from M. Soto re executory contracts for Plan Supplement and to provide information to WestLB's counsel (.2); prepare for conf call with R. Havel and C. Craige re plan (.4); tel conf with C. Craige, R. Havel, and M. Blumenthal re finalizing joint plan (.7); draft email to C. Craige re plan supplement (.1); review contracts in connection with plan supplement (.8); draft email to C. Craige re rejection damages (.1); conf with M. Blumenthal re terms of plan (.1); draft emails to C. Craige re revised list of executory contracts (.2); review email from C. Craige re revised plan (.1); review revised plan (.3); conf with M. Blumenthal re agreements and proposed comments to WestLB's revised plan (.2); tel conf with C. Craige re comments to plan and tax issue (.1); draft email to M. Soto re additonal information re contracts for executory contract chart for plan supplement (.1)	3.40	1,904.00
06/15/10	MVB	Review and revise several drafts of joint plan (1.2); telephone calls with R. Havel and C. Craig (.7), B. Shoaf (.5), L. Jenkins (.3) and M. Johnson (.2) re: same; office conferences with S. Eichel re: same (.8); review and revise term sheet for joint plan and employment agreement (1.0); several telephone calls with B. Shoaf (1.0) and R. Havel (.6) re: same; review and revise Plan Supplement (.3); review executory contracts (.2) and office conferences with S. Eichel re: same (.4).	7.20	5,112.00
06/16/10	MVB	Revisions and finalize to joint plan (.6); make revisions and finalize term sheet re: Shoaf employment (1.2); telephone calls with R. Havel and C. Craige re: foregoing (.5); telephone calls with B. Shoaf re: foregoing (.8); review notice of confirmation hearing (.2) and emails to WestLB counsel re: same (.2); telephone calls and emails with J. Peterson, K. Hughes, B. Kotter, R. Havel and C. Craige and coordinate service of notice and joint plan (.6); telephone call with S. McCardell re: execution of joint plan (.1); review email from M. Johnson re: Gunther objection (.2); telephone call with K. Cannon re: status (.2).	4.60	3,266.00
06/16/10	S L	Office conference with Michael V. Blumenthal regarding discussion on service of Plan (.10); office conference with Michael V. Blumenthal regarding Sales Tax and related issues (.10).	0.20	48.00
06/17/10	V A	Confer with M. Blumenthal re drafting brief in support of confirmation of joint plan (.4); review plan of reorganization and commence drafting confirmation brief (1.5)	1.90	750.50
06/17/10	S L	Updated ballot chart.	0.20	48.00

Statement Number: 1332180  
Page # 6

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/18/10	MVB	Review and comment on Employment Agreement (1.5); telephone call with B. Shoaf re: same (.5); conference call with G. Adams and B. Boehm re: same (1.5); emails re: same (.4); revisions to employment agreement (.8); begin draft of confirmation brief (.8); office conference with V. Arias re: same (.4); telephone calls with C. Craig (.2) and R. Havel (.3) re: issues and strategy for confirmation hearing and completion of Plan Supplement; telephone call with B. Shoaf re: Plan Supplement and schedule of assume contracts (.2).	6.60	4,686.00
06/19/10	V A	Review plan and disclosure statement and docket for information re plan of reorganization in connection with drafting confirmation brief (1.9); draft brief in support of confirmation of plan (4.4)	6.30	2,488.50
06/20/10	V A	Further review and revisions to brief in support of confirmation of plan (1.5); correspondence with M. Blumenthal re same (.2)	1.70	671.50
06/21/10	MVB	Numerous telephone calls and conference calls with B. Boehm, B. Shoaf, W. Ellis, A. Contreras, C. Craige and R. Havel re: employment agreement (2.3); review and comment on employment agreement (1.6); review revisions to cash collateral stipulation (.3); review and comment on Plan Supplement (1.0); conference call with R. Havel, C. Craige, A. Jarvis and K. Cannon re: same (.6); review term sheet for restructured note (.5); several telephone calls with B. Shoaf re: foregoing and strategy (.8); review proposed restructured note (.3); review and revise confirmation brief (1.0); office conference with V. Arias re: same (.3).	8.70	6,177.00
06/21/10	V A	Further draft and revise sections of brief in support of confirmation re Plan's compliance with Code sections (1.7); review case law cited in brief (1.5); confer with M. Blumenthal re same (.5)	3.70	1,461.50
06/21/10	S L	Updated ballots chart (.70), office conference with Michael V. Blumenthal regarding same and summary of all ballots and percentages (.60).	1.30	312.00
06/22/10	MVB	Review and revise confirmation brief (2.3); review and comment on term sheet on note (.6) and telephone call with R. Havel re: same (.3); telephone call with R. Havel re: issues concerning confirmation, including objections, subordination issues and delegation of tasks for hearing (.5); conference call with R. Havel, A. Jarvis and K. Cannon re: same (.7); telephone call with B. Shoaf and B. Boehm re: Employment Agreement (.3); begin review of credit agreement (.8); prepare for confirmation hearing (2.0).	7.50	5,325.00

Statement Number: 1332180  
Page # 7

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/22/10	V A	Review Gateway request for administrative claim and case law cited therein (.4); further review case and statutory law re administrative claim for rent prior to assumption or rejection (.5); confer with M. Blumenthal re same (.2); further review and revise brief in support of confirmation of plan (2.0).	3.10	1,224.50
06/22/10	S L	Continue to update ballot certification and summary chart for Michael V. Blumenthal (1.10); email copy of same to K. Cannon (.10); email copy of Gateway's ballots to W. Shoaf and K. Cannon per Michael V. Blumenthal (.10); prepare exhibits for Shoaf to review for confirmation hearing and revisions (.20); office conference with Michael V. Blumenthal regarding related matters (.60).	2.10	504.00
06/22/10	S L	Meetings with Michael V. Blumenthal regarding preparing documents for confirmation hearing.	0.80	192.00
06/23/10	C F	Review caselaw re standing to object to the confirmation of a proposed plan of reorganization.	0.80	296.00
06/23/10	B Z	Discussion with M. Blumenthal re: confirmation hearing (.3); assemble documents re: same (.2).	0.50	280.00
06/23/10	MVB	Prepare for confirmation hearing.	4.00	2,840.00
06/24/10	B Z	Review Wickline and Park City I objections to confirmation (.9); discussion with M. Blumenthal re: same (.3); draft, revise and finalize reply memo in support of confirmation; discussion with M. Blumenthal re: same (.3); review research from M. Gordon re: unclean hands issue (.3); review Wickline affidavit in state court action in connection with admissions of a party opponent (.1); review case law from C. Fitz Randolph re: standing issues (.3).	7.00	3,920.00
06/24/10	MVB	Prepare for confirmation hearing, including meetings with B. Shoaf re: preparation of direct testimony (4.8); meetings with K. Cannon and telephone calls with R. Havel, C. Craig, B. Kotter re: plan supplement modifications and Exhibit book, confirmation brief and strategy (3.0); review and revise confirmation brief (1.4); telephone calls and conference calls with Boehm, B. Shoaf, W. Ellis and R. Havel re: finalization Employment Agreement (1.0); prepare closing argument (2.4); review all exhibits, pleadings and other corporation documents in preparation of confirmation hearing (2.0); review objections of PC-1 and Wickline (1.2).	15.80	11,218.00
06/25/10	B Z	Attend, telephonically, confirmation hearing.	5.00	2,800.00
06/25/10	MVB	Prepare for (3.0) and attend (5.0) confirmation hearing; meeting after hearing with K. Cannon and B. Shoaf re: prepare for Monday (1.0); prepare redirect of B. Shoaf (2.0).	11.00	7,810.00

Statement Number: 1332180  
Page # 8

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/26/10	MVB	Review and comment on confirmation order (.5); review confirmation brief (1.0) and prepare closng argument (1.2); review complaint vs. Wickline and emails annexed (1.0).	3.70	2,627.00
06/27/10	MVB	Finalize closing argument (2.0); prepared Shaof redirect (1.4); review pleadings and corporate documents re: foregoing (1.0); review and comment on confirmation order (1.2); telephone call with C. Craige re: same (.3); telephone call with R. Havel re: strategy for confirmation hearing (.3); telpehone call with B. Shoaf re: strategy for hearing (.6).	6.20	4,402.00
06/28/10	B Z	Attend confirmation hearing telephoniocally.	4.30	2,408.00
06/28/10	MVB	Prepare for (2.5) and attend (7.5) confirmation hearing; meeting with K. Cannon and B. Shoaf after hearing re: next steps (1.0); telephone call with R. Havel re: BDRC termination and press release (.3).	11.30	8,023.00
06/29/10	S E	Tel conf with K. Cannon re proposed confirmation order (.1); review and revise proposed confirmation order (1.1); tel confs with C. Craige re comments to proposed confirmation order (.2); draft email to C. Craige re comments to confirmation order (.1); review various emails from parties in interest commenting on proposed confirmation order (.2); tel conf with M. Blumenthal re confirmation order (.1); tel conf with K. Cannon re confirmation order (.1).	1.90	1,064.00
06/29/10	MVB	Telephone call with K. Cannon re: finalizing Confirmation Order (.2) and emails re: same (.3).	0.50	355.00
06/30/10	S E	Commence drafting Notice of Entry of Order Confirming Plan ("Notice of Entry") (1.0); tel conf with K. Cannon re Notice of Entry (.1); conf with M. Blumenthal re Notice of Entry (.1)	1.20	672.00

**Total Professional Services** **\$113,124.50**

Name	Rate	Hours	Value
Michael V. Blumenthal	710.00	117.60	83,496.00
Steven Eichel	560.00	19.80	11,088.00
Bruce Zabarauskas	560.00	17.50	9,800.00
Vivian Arias	395.00	16.70	6,596.50
Caitlin FitzRandolph	370.00	0.80	296.00
Stella Leung	240.00	7.70	1,848.00

Statement Number: 1332180  
Page #: 9

**Total Professional Services** **180.10** **\$113,124.50**

**Other Services & Expenses:**

<b>Description</b>	<b>Amount</b>
Local Transportation	7.00
Comp. Library Research	146.74
Administrative overtime	135.00
Long Distance Telephone	5.22
Air fare	1,996.40
Other Travel Expenses	744.56
Travel Expense - Meals	309.41
<b>Total Other Services &amp; Expenses</b>	<b><u>\$3,344.33</u></b>



590 Madison Avenue, 20<sup>th</sup> Floor, New York, NY 10022-2524  
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Taxpayer ID # 52-1150358

July 7, 2010

Easy Street Holding, LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000014  
Invoice: 1332185

---

Statement of Account

RE: Retention/Fee Matters

Professional Services Rendered Through June 30, 2010	\$2,403.00
Other Services and Expenses	<hr/> 0.00
Total Due this Invoice	<hr/> \$2,403.00

Statement Number: 1332185  
Page #: 2

**Professional Services:**

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/01/10	S E	Draft email to J. Petersen and K. Cannon re filing of fee application notice (.1); review response from K. Cannon re notice of fee applications (.1)	0.20	112.00
06/01/10	S L	Reviewed dockets sheet for filing of Crowell and Moring LLP's 2nd fee application and review the Notice of hearing on PRINTER ID:\nyprint\NY fee application.	L 0.40	96.00
06/03/10	MVB	Review committee application re: retention of financial advisor.	0.20	142.00
06/11/10	S L	Review bills for the month of May and revisions to same per Michael V. Blumenthal (.70), draft monthly interim fee for the month of May (.20); coordination of exhibits to interim fee application (.80).	1.70	408.00
06/14/10	MVB	Office conference with S. Leung re: preparation of monthly interim fee request (.3); review and revise same (.3).	0.60	426.00
06/14/10	S L	Draft interim fee application for May (.70), office conference with Michael V. Blumenthal regarding same (.20); revisions to same (.30); prepare same for service and filing with Clerk of the court via local counsel (.60), telephone call to local counsel regarding same (.10).	1.90	456.00
06/29/10	S E	Tel confs with S. Leung re preparing final fee application (.1); commence drafting final fee application (.5)	0.60	336.00
06/29/10	S L	Office conference with S. Eichel regarding final fee application, office conference with S. Barth regarding disbursements and preparation of final fee application form for S. Eichel.	0.30	72.00
06/30/10	MVB	Prepare termination letter to BDRC (.2) and telephone call with K. Sallinger re: same (.3).	0.50	355.00
<b>Total Professional Services</b>				<b><u>6.40 \$2,403.00</u></b>

Name	Rate	Hours	Value
Michael V. Blumenthal	710.00	1.30	923.00
Steven Eichel	560.00	0.80	448.00
Stella Leung	240.00	4.30	1,032.00

Statement Number: 1332185  
Page #: 3

**Total Professional Services** 6.40 \$2,403.00



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July 7, 2010

Easy Street Holding, LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000015

Invoice: 1332186

---

Statement of Account

RE: Secured Claims (WestLB)

Professional Services Rendered Through June 30, 2010	\$9,230.00
Other Services and Expenses	<u>0.00</u>
 Total Due this Invoice	 <u>\$9,230.00</u>

Statement Number: 1332186  
Page #: 2

**Professional Services:**

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/09/10	MVB	Review emails from B. Shoaf re: bank balances and upcoming cash drawer requests (.3); review notices of termination of cash collateral stipulation (.3); review operative provisions of cash collateral stipulation and amendments thereto (.5); telephone calls with K. Cannon (.3) and B. Shoaf (.3) re: same; telephone call with R. Havel re: extension through July (.2).	1.90	1,349.00
06/10/10	MVB	Review and revise email from K. Cannon to be sent to WestLB (.2); telephone call with K. Cannon re: extension of cash collateral stipulation and issues re: same (.4); telephone call with R. Havel re: extension of cash collateral stipulation and clarification of language (.3); review weekly cash requests and issues re: same (.3); telephone call with M. Johnson and K. Cannon re: Jacobsen (.3).	1.50	1,065.00
06/14/10	MVB	Review and revise budgets and draw requests (.3); telephone calls and emails with J. Blatt re: same (.3); telephone call with M. Johnson re: reduction of Jacobsen escrow (.4).	1.00	710.00
06/15/10	MVB	Telephone calls with R. Havel (.2), H. Yang (.3) and M. Johnson (.2) re: extension of cash collateral stipulation and reduction of Jacobsen Set Aside; review emails re: same (.2); review existing stipulations and begin draft of revision of Jacobsen Set Aside (.4); review budgets for July and June (.3); telephone calls with J. Blatt (.3) and B. Shoaf (.3) re: same.	2.20	1,562.00
06/16/10	MVB	Draft stipulation to reduce Jacobsen reserve (.7) and emails re: same (.2); telephone calls with H. Yang and R. Havel re: same (.2); review draft July and August budget (.2) and telephone calls with J. Blatt (.2) and B. Shoaf (.3) re: same; review cash reconciliation (.2).	2.00	1,420.00
06/17/10	MVB	Telephone calls with R. Havel and H. Yang re: extension of cash collateral stipulation (.3); telephone call and emails with M. Johnson re: reduction of Jacobsen escrow (.2); telephone call with J. Blatt re: budget (.3).	0.80	568.00
06/18/10	MVB	Emails re: cash collateral stipulation (.4); review revised budgets (.3).	0.70	497.00
06/21/10	MVB	Review revisions to cash collateral stipulation (.3); conference call with R. Havel, J. Winoker, B. Shoaf, J. Blatt and K. Cannon re: budget and finalizing extension to cash collateral stipulation (.7); review budgets and backup (.5).	1.50	1,065.00

Statement Number: 1332186  
Page # 3

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/21/10	MVB	Conference call with R. Havel, J. Winoker, B. Shoaf, J. Blatt and K. Cannon re: budget and finalizing extension to cash collateral stipulation (.7); review budgets and backup (.5).	1.20	852.00
06/29/10	MVB	Emails with B. Shoaf re: cash disbursement requests.	0.20	142.00
			<b>Total Professional Services</b>	<b><u>13.00</u> <u>\$9,230.00</u></b>

<b>Name</b>	<b>Rate</b>	<b>Hours</b>	<b>Value</b>
Michael V. Blumenthal	710.00	13.00	9,230.00
<b>Total Professional Services</b>		<b><u>13.00</u></b>	<b><u>\$9,230.00</u></b>



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Taxpayer ID # 52-1150358

July 7, 2010

Easy Street Holding, LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000019  
Invoice: 1332191

---

Statement of Account

RE: Non-Billable Travel

Professional Services Rendered Through June 30, 2010	\$10,650.00
Other Services and Expenses	<u>783.92</u>
Total Due this Invoice	<u>\$11,433.92</u>

Statement Number: 1332191  
Page #: 2

**Professional Services:**

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/23/10	MVB	Travel to Salt Lake City for confirmation hearing.	6.00	4,260.00
06/29/10	MVB	Travel from Salt Lake City to New York.	9.00	6,390.00
			<b>Total Professional Services</b>	<b><u>15.00</u> <u>\$10,650.00</u></b>

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Value</u>
Michael V. Blumenthal	710.00	15.00	10,650.00
<b>Total Professional Services</b>		<b><u>15.00</u></b>	<b><u>\$10,650.00</u></b>

**Other Services & Expenses:**

<u>Description</u>	<u>Amount</u>
Air fare	705.00
Other Travel Expenses	78.92
<b>Total Other Services &amp; Expenses</b>	<b><u>\$783.92</u></b>



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Taxpayer ID # 52-1150358

July 7, 2010

Easy Street Holding, LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000020  
Invoice: 1332192

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Statement of Account

RE: Corporate Issues

Professional Services Rendered Through June 30, 2010	\$355.00
Other Services and Expenses	<hr/> 0.00
Total Due this Invoice	<hr/> \$355.00

Statement Number: 1332192  
Page #: 2

**Professional Services:**

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/01/10	MVB	Emails re: liquor licenses (.2); telephone calls with K. Cannon and B. Shoaf re: same (.3).	0.50	355.00
<b>Total Professional Services</b>			<b><u>0.50</u></b>	<b><u>\$355.00</u></b>

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Value</u>
Michael V. Blumenthal	710.00	0.50	355.00
<b>Total Professional Services</b>		<b><u>0.50</u></b>	<b><u>\$355.00</u></b>

# EXHIBIT 6



590 Madison Avenue, 20<sup>th</sup> Floor, New York, NY 10022-2524  
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Taxpayer ID # 52-1150358

July 12, 2010

Easy Street Holding, LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000001  
Invoice: 1332536

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Statement of Account

RE: General Advice

Professional Services Rendered Through July 9, 2010	\$639.00
Other Services and Expenses	<u>69.91</u>
Total Due this Invoice	<u>\$708.91</u>

**Professional Services:**

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/07/10	MVB	Review emails from K. Cannon re: accountant, Elliott settlement and Fragan claim (.1); telephone call K. Cannon re: same (.2); emails re: P.R. (.1); telephone call with C. Craige re: closing and Bay North litigation (.1); telephone call with B. Shoaf re: closing issues (.4).	0.90	639.00
<b>Total Professional Services</b>			<b>0.90</b>	<b><u>\$639.00</u></b>

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Value</u>
Michael V. Blumenthal	710.00	0.90	639.00
<b>Total Professional Services</b>		<b><u>0.90</u></b>	<b><u>\$639.00</u></b>

**Other Services & Expenses:**

<u>Description</u>	<u>Amount</u>
Inhouse Duplicating	48.40
Long Distance Telephone	21.51
<b>Total Other Services &amp; Expenses</b>	<b><u>\$69.91</u></b>



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July 12, 2010

Easy Street Holding, LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000003  
Invoice: 1332535

---

Statement of Account

RE: Case Administration

Professional Services Rendered Through July 9, 2010	\$852.00
Other Services and Expenses	<u>0.00</u>
Total Due this Invoice	<u>\$852.00</u>

**Professional Services:**

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/01/10	MVB	Review press release (.1) and telephone calls with B. Shoaf (.2) and B. Ellis (.1) re: same; review emails re: liquor license (.2) and telephone calls with B. Ellis and R. Havel re: same (.2).	0.80	568.00
07/02/10	MVB	Conference call with B. Ellis, A. Contreras, A. Jarvis, J. McIntyre, J. Garner, C. Kleinman, J. Winikor and B. Shoaf re: liquor license issues.	0.40	284.00
<b>Total Professional Services</b>			<b><u>1.20</u></b>	<b><u>\$852.00</u></b>

<b>Name</b>	<b>Rate</b>	<b>Hours</b>	<b>Value</b>
Michael V. Blumenthal	710.00	1.20	852.00
<b>Total Professional Services</b>		<b><u>1.20</u></b>	<b><u>\$852.00</u></b>



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Taxpayer ID # 52-1150358

July 12, 2010

Easy Street Holding, LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000010  
Invoice: 1332534

---

Statement of Account

RE: Other Litigation

Professional Services Rendered Through July 9, 2010	\$112.00
Other Services and Expenses	<u>0.00</u>
 Total Due this Invoice	 <u>\$112.00</u>

**Professional Services:**

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/01/10	B Z	Review proposed stipulation re: motion to modify confidential designation of documents	0.20	112.00
			<b>Total Professional Services</b>	<b>0.20</b> <b>\$112.00</b>

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Value</u>
Bruce Zabarauskas	560.00	0.20	112.00
<b>Total Professional Services</b>		<b>0.20</b>	<b>\$112.00</b>



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July 12, 2010

Easy Street Holdihng, LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000012  
Invoice: 1332533

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Statement of Account

RE: Reorganization Plan/Disclosure Statement

Professional Services Rendered Through July 9, 2010	\$1,673.00
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Other Services and Expenses	<u>1.66</u>
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Total Due this Invoice	<u><u>\$1,674.66</u></u>
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**Professional Services:**

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/01/10	S E	Review and revise Notice of Entry of Confirmation Order (1.3); tel confs with K. Cannon re Notice of Entry of Confirmation Order (.2); conf with M. Blumenthal re Notice of Entry of Confirmation Order (.1); review emails from L. Jenkins re Notice to Class 4 Creditors and proposed Notice (.1); tel conf with K. Cannon re L. Jenkins' notice to class 4 creditors (.1); review email from C. Craige re revised Notice Entry of Confirmation Order (.1); draft response to C. Craige re Notice of Entry of Confirmation Order (.1); review email from C. Craige re Notice to class 4 creditors (.1)	2.10	1,176.00
07/01/10	MVB	Review and revise notice of confirmation order.	0.30	213.00
07/02/10	MVB	Telephone call with B. Shoaf re: post confirmation issues.	0.40	284.00
<b>Total Professional Services</b>				<b><u>2.80</u> <u>\$1,673.00</u></b>

<b>Name</b>	<b>Rate</b>	<b>Hours</b>	<b>Value</b>
Michael V. Blumenthal	710.00	0.70	497.00
Steven Eichel	560.00	2.10	1,176.00
<b>Total Professional Services</b>		<b><u>2.80</u></b>	<b><u>\$1,673.00</u></b>

**Other Services & Expenses:**

<b>Description</b>	<b>Amount</b>
Long Distance Telephone	1.66
<b>Total Other Services &amp; Expenses</b>	<b><u>\$1.66</u></b>



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July 13, 2010

Easy Street Holding, LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000014  
Invoice: 1332532

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Statement of Account

RE: Retention/Fee Matters

Professional Services Rendered Through July 9, 2010	\$18,811.00
Other Services and Expenses	<hr/> 0.00
Total Due this Invoice	<hr/> \$18,811.00

**Professional Services:**

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/01/10	S E	Work on issues re final fee application (.2); conf with S. Leung re final fee application (.1); draft final fee application (3.0)	3.30	1,848.00
07/01/10	S L	Retrieve copy of billing runs and second fee application along with Order approving first fee application and proposed order for second fee application (.20), office conferences with S. Eichel regarding same (.1).	0.30	72.00
07/02/10	S E	Draft, review and revise fee application (3.8)	3.80	2,128.00
07/06/10	S E	Conf with M. Blumenthal re fee application (.2); review and revise fee application (1.3)	1.50	840.00
07/06/10	MVB	Review letter from S. bowers re: BDRC and respond to same (.3); office conference with S. Leung and S. Eichel re: preparation of 8th monthly fee request and final fee application (.5); review and revise draft introduction to final fee application (.3).	1.10	781.00
07/07/10	S E	Review and revise fee application (6.4)	6.40	3,584.00
07/07/10	MVB	Office conferences with S. Eichel and S. Leung re: monthly and final fee applications.	0.50	355.00
07/07/10	S L	Draft monthly interim fee application for June 2010 (.40), proof read attorney billing reports and revisions to same (.80); revisions to monthly interim fee application for June 2010 (.3).	1.50	360.00
07/07/10	S L	Worked on exhibits to Final fee application.	1.90	456.00
07/08/10	S E	Draft, review and revise fee application (3.9)	3.90	2,184.00
07/08/10	MVB	Review and revise third interim and final fee application (1.0); office conference with S. Eichel re: same (.3).	1.30	923.00
07/08/10	S L	Finalized monthly interim fee application for the period June 1 thru June 15 with Michael V. Blumenthal (.90); prepare same for filing with local counsel (.20); served copies of same on interested parties (.50).	1.60	384.00
07/08/10	S L	Worked on exhibits to Final fee application.	4.90	1,176.00
07/09/10	S E	Tel conf with M. Blumenthal re revisions to fee application (.4); work on issues re fee application (.2); conf with S. Leung re fee application (.1); review and revise fee application (2.6); draft email to M. Blumenthal re same (.1)	3.40	1,904.00
07/09/10	MVB	Review and revise final fee application.	0.80	568.00

Statement Number: 1332532  
Page # 3

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/09/10	S L	Revisions to final fee application and exhibits and discussions with S. Eichel regarding same (4.80); numerous office discussions and meetings with S. Eichel regarding same (.40).	5.20	1,248.00
			<b>Total Professional Services</b>	<b><u>41.40</u> <u>\$18,811.00</u></b>

<b>Name</b>	<b>Rate</b>	<b>Hours</b>	<b>Value</b>
Michael V. Blumenthal	710.00	3.70	2,627.00
Steven Eichel	560.00	22.30	12,488.00
Stella Leung	240.00	15.40	3,696.00
<b>Total Professional Services</b>		<b><u>41.40</u></b>	<b><u>\$18,811.00</u></b>



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July 12, 2010

Easy Street Holding, LLC  
c/o Cloud Nine Resorts, LLC  
4870 Winchester Court  
Park City, Utah 84098

Attn: William Shoaf

Matter: 105773.0000015  
Invoice: 1332531

---

Statement of Account

RE: Secured Claims (WestLB)

Professional Services Rendered Through July 9, 2010	\$142.00
Other Services and Expenses	<u>0.00</u>
 Total Due this Invoice	 <u>\$142.00</u>

Statement Number: 1332531  
Page #: 2

**Professional Services:**

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/01/10	MVB	Review funding requests from B .Ripley.	0.20	142.00
			<b>Total Professional Services</b>	<b><u>0.20</u></b> <b><u>\$142.00</u></b>

<b>Name</b>	<b>Rate</b>	<b>Hours</b>	<b>Value</b>
Michael V. Blumenthal	710.00	0.20	142.00
<b>Total Professional Services</b>		<b><u>0.20</u></b>	<b><u>\$142.00</u></b>